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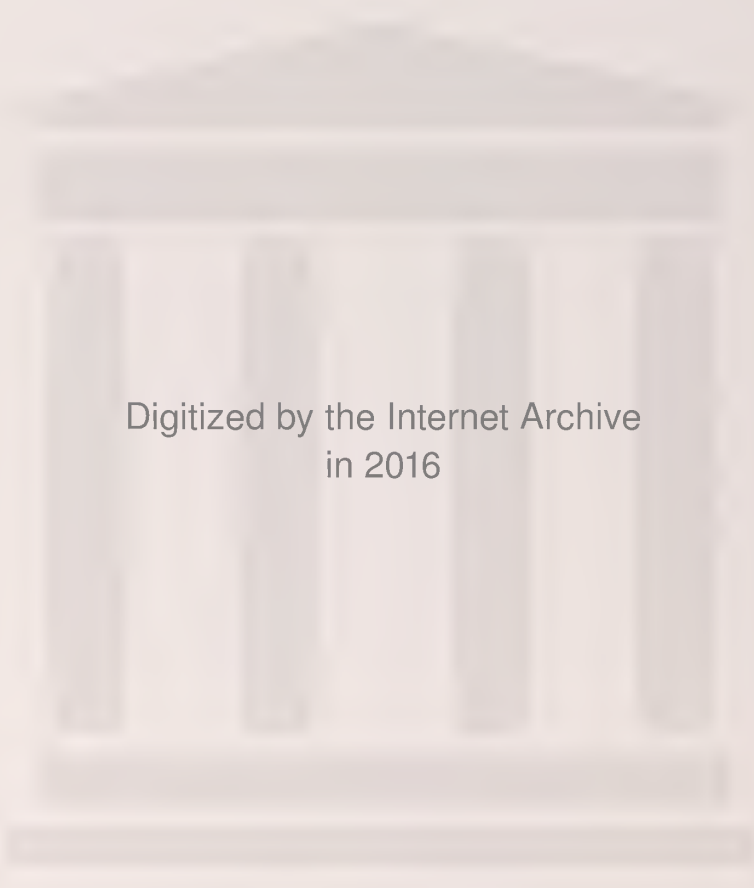
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EIGHTY-FOURTH
ANNUAL REPORT
OF THE
STATE BANK COMMISSIONER
OF THE
STATE OF COLORADO



To His Excellency
ROY ROMER
The Governor of the State
of
Colorado

For the period from January 1, 1993
to December 31, 1993



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STATE OF COLORADO

Department of Regulatory Agencies

Joseph A. Garcia
Executive Director



Roy Romer
Governor

DIVISION OF BANKING

Barbara M.A. Walker
State Bank Commissioner

James T. Dillon
Chief Deputy Bank Commissioner

December 31, 1993

The Honorable Roy Romer
Governor, State of Colorado
State Capitol, Room 103
Denver, Colorado 80203

Dear Governor Romer:

I am honored to submit this Annual Report of Condition for all state chartered commercial banks, industrial banks, and state chartered trust companies, as required by the provisions of Colorado Revised Statutes, Sections 11-2-110, 11-22-109.6, and 11-23-118, respectively.

With interest rates at historic lows, the U.S. banking industry, including Colorado's, registered a record profit during 1993, while at the same time making remarkable improvements in asset quality. During the year, the number of problem financial institutions needing special supervisory oversight continued to decrease dramatically. These positive trends are expected to continue into 1994.

The 156 state chartered commercial banks reported total deposits of \$6,887,642,000 and total assets of \$7,728,287,000, as of December 31, 1993. Assets increased by 22.3 percent over those reported in 1992. At the end of 1992, there were 157 state chartered commercial banks with total assets of \$6,315,170,000 and total deposits of \$5,646,424,000.

The 6 state chartered industrial banks reported total deposits of \$330,902,000 and total assets of \$263,444,000 as of December 31, 1993. Assets decreased 11.9 percent since 1992, at which time the 7 state chartered industrial banks reported total assets of \$299,189,000. At year end 1992, the industrial banks' deposits totaled \$249,379,000.

Colorado has 10 state chartered trust companies which reported total assets of \$25,180,611,000, as of December 31, 1993. Assets increased 36.3 percent since 1992, at which time the 9 state chartered trust companies reported total assets of \$1,266,952,000. Prior to 1991, Colorado law did not authorize state chartered trust companies to accept deposits.

Also included in this report are all rules and regulations adopted by the Colorado State Banking Board during 1993, and the dollar amount and geographic distribution of Colorado loans outstanding by state chartered commercial banks conducting business in Colorado. The outstanding loans are reported in accordance with Colorado Revised Statutes, Sections 11-7-107 and 11-7-112.

Sincerely,

Barbara M.A. Walker
State Bank Commissioner

1560 Broadway, Suite 1175, Denver, CO 80202
(303) 894-7575 PDPA (303) 894-7572 FAX (303) 894-7570

COLORADO STATE BANKING BOARD

Sandra J. Herzog
Chairman
Term Expires July 1, 1995

R. Kent Landmark
Term Expires July 1, 1997

William A. Mitchell
Term Expires July 1, 1997

Mary L. Mohr
Term Expires July 1, 1997

Jerald Starks
Term Expires July 1, 1997

Robert J. Young
Term Expires July 1, 1995

Legal Counsel

Richard H. Forman
Senior Assistant Attorneys General

DIVISION OF BANKING

Barbara M.A. Walker
State Bank Commissioner

James T. Dillon
Chief Deputy Bank Commissioner

J.D. Chatman Kenneth R. Ehrich
Louise Fish Lee B. Woodbury
Supervising Examiners

Sue C. Johnston
Staff Assistant to Board and Commissioner

Robert Kissel
Leonard A. Reish
EDP Auditor II

Morris Augusta Ken Malskeit
Walter Epting Michael R. Mitchell
Randy Garrouette E. Earl Penwell
Robert Hinton John Wood
Senior Financial Institutions Examiners

Antoinette Clair R. Charles Krieger
Kathy Jo Di Luzio Raymond Schorn
Milad G. Fam Robert L. Smith
Daniel A. Gloekler Jenifer Waller
Victor A. Hangar
Financial Institutions Examiners

ADMINISTRATIVE SECTION

Barbara J. Einspahr
Office Manager

Elizabeth J. Arenas Gloria Montez
Administrative Assn't. III Administrative Assn't. II

Jan Clary Peter Walker
Administrative Assn't. II Administrative Assn't. II

PDPA-COMPLIANCE

Cynthia Chamberlin
Program Administrator II

Margaret Chalmers Vivian Mooren
PDPA Administrative Assn't. II

Linda Hunter Ron Roberts
Administrative Assn't. II Compliance

Virginia Greenwalt-Belmain
Compliance

LOANS OUTSTANDING BY COLORADO BANKS
AS OF JUNE 30, 1993

(000 OMITTED)

This information is submitted in compliance with Section 11-25-107 and 11-25-112, Colorado Revised Statutes. A loan is outstanding in a geographical area if the address of the borrower is in that area. A loan is outstanding in Colorado if the address of one or more of the borrowers or a substantial portion of the collateral is located in Colorado. Loans exclude federal funds and amounts outstanding on bank credit or debit cards.

	<u>Loans Outstanding</u>	<u>Percent of Total Loans Outstanding</u>
Total Dollar Amount of Loans Outstanding	13,889,155,931	100.0%
Total Dollar Amount of Loans Outstanding in Colorado	12,794,859,087	92.1%
Total Dollar Amount of Loans Outstanding in Adjacent States (Utah, Kansas, Wyoming, Nebraska, Arizona, New Mexico, Oklahoma)	288,791,607	2.0%
Total Dollar Amount of Loans Outstanding in Remaining States and Territories of United States	739,240,359	5.3%
Total Dollar Amount of Loans Outstanding in Countries or Territories Outside of United States	66,264,878	1.4%

DE NOVO COMMERCIAL BANK BRANCHES

<u>Bank Name/Location</u>	<u>Date Approved</u>	<u>Date Opened</u>
Alpine Bank & Trust-West Glenwood Springs Branch Garfield County Glenwood Springs	01-01-93	01-19-93
Boulder Bank and Trust-Downtown Office Boulder County Boulder	01-04-93	01-04-93
Key Bank of Colorado-Fort Morgan Branch Morgan County Fort Morgan	01-01-93	10-12-93
Bank of Louisville, The-South Boulder Road Office Boulder County Louisville	01-01-93	09-07-93
Alpine Bank & Trust-West Glenwood Branch Garfield County Glenwood Springs	01-01-93	01-19-93
Alpine Bank, Carbondale-Rifle Branch Garfield County Rifle	01-01-93	03-08-93
Bank of Cripple Creek-Victor Branch Teller County Victor	01-01-93	07-23-93
Western Community Bank-Delta Branch Delta County Delta	03-18-93	08-16-93
Citizens State Bank of Ouray-Ridgeway Branch Ouray County Ridgeway	03-18-93	03-18-93
Citizens State Bank of Ouray-Silverton Branch San Juan County Silverton	03-18-93	03-18-93
Piatte Valley Bank-North Denver Branch Denver County Denver	04-15-93	12-21-93
Rio Grande County Bank, The-Monte Vista Branch Rio Grande County Monte Vista	04-15-93	12-13-93
Alpine Bank, Grand Junction-Downtown Branch Mesa County Grand Junction	05-20-93	12-22-93
Farmers Bank-Ault Branch Weld County Ault	08-19-93	11-19-93
Union Colony Bank-Windsor Branch Weld County Windsor	08-19-93	11-03-93
Kiowa State Bank-Elizabeth Branch Elbert County Elizabeth	10-15-92	01-04-93
Mega Bank of Arapahoe-Denver Branch Denver County Denver	11-17-93	12-22-93
Valley State Bank-Eads Branch Kiowa County Eads	11-19-92	01-04-93
Valley Bank-Longmont Branch Boulder County Longmont	11-19-92	02-01-93
Key Bank of Colorado-North Academy Branch El Paso County Colorado Springs	11-19-92	3-25-93

COMMERCIAL BANK BRANCH(ES) ESTABLISHED THROUGH ACQUISITION

<u>Bank Name/Location</u>	<u>Date Approved</u>	<u>Date Opened</u>
Key Bank of Colorado-Estes Park Branch Larimer County Estes Park	02-18-93	06-30-93
Key Bank of Colorado-University Branch Lamar County Fort Collins	02-18-93	06-30-93
Key Bank of Colorado-Loveland Branch Larimer County Loveland	02-18-93	06-30-93
Western Community Bank-Basalt Branch Eagle County Basalt	03-18-93	03-25-93
FirstBank of Fort Collins-College Avenue/Foothills Branch Lamar County Fort Collins	03-18-93	05-03-93
OMNIBANK Cherry Creek, A branch of OMNIBANK Aurora Denver County Denver	03-19-92	01-04-93
Western Community Bank-Montrose Branch Montrose County Montrose	04-15-93	08-02-93
Pueblo Bank and Trust Company-Salida Branch Chaffee County Salida	06-17-93	09-03-93
Minnequa Bank of Pueblo, The-North Branch Pueblo County Pueblo	06-18-92	04-05-93

BRANCHES ESTABLISHED THROUGH MERGER

<u>Bank Name/Location</u>	<u>Date Approved</u>	<u>Date Opened</u>
First United Bank-City Center Office Arapahoe County Aurora	01-25-93	01-25-93
The Bank-Conifer Office Jefferson County Conifer	01-21-93	03-03-93
UMB Bank Colorado-Galley Banking Center El Paso County Colorado Springs	02-18-93	05-01-93
Professional Bank-Downtown Branch Denver County Denver	10-15-92	02-15-93
Professional Bank Arapahoe County Englewood	10-15-92	02-15-93
Union Colony Bank-Loveland Branch Larimer County Loveland	03-18-93	06-29-93
FirstBank of Longmont-Erie Branch Weld County Erie	05-20-93	09-23-93
Bank of Colorado-Western Slope Garfield County Glenwood Springs	05-20-93	07-29-93
FirstBank of South Jeffco-Academy Park Branch Jefferson County Lakewood	05-20-93	09-23-93
FirstBank of South Jeffco-Ken Caryl Branch Arapahoe County Littleton	05-20-93	09-23-93
FirstBank of South Jeffco-Wadsworth/Coal Mine Branch Arapahoe County Littleton	05-20-93	09-23-93
FirstBank of Longmont-South Longmont Branch Boulder County Longmont	05-20-93	09-23-93
Bank of Colorado-Front Range Weld County Windsor	05-20-93	08-16-93
Vectra Bank-Englewood Branch Arapahoe County Englewood	08-19-93	11-30-93
Vectra Bank-Federal Heights Branch Adams County Federal Heights	08-19-93	11-30-93
Vectra Bank-Wheat Ridge Branch Jefferson County Wheat Ridge	08-19-93	11-30-93
Valley Bank-Frederick Branch Weld County Frederick	08-19-93	02-09-93

BRANCHES ESTABLISHED THROUGH CONVERSION

<u>Bank Name/Location</u>	<u>Date Approved</u>	<u>Date Opened</u>
Colonial Bank-Broadway Hampden Branch Arapahoe County Englewood	10-21-93	11-05-93
Colonial Bank-Parker & Dartmouth Office Denver County Denver	10-21-93	11-05-93

BRANCHES RESULTING FROM FAILED INDUSTRIAL BANKS

<u>Bank Name/Location</u>	<u>Date Approved</u>	<u>Date Opened</u>
Pueblo Bank and Trust Company-South Branch	01-21-93	08-18-93
Pueblo County		
Pueblo		

COMMERCIAL BANK CONVERSIONS: NATIONAL TO STATE

<u>Bank Name/Location</u>	<u>Date Approved</u>	<u>Date Opened</u>
UMB Bank of the West, N.A. El Paso County Colorado Springs New Bank Name: UMB Bank of the West	01-21-93	03-03-93
MegaBank of Arapahoe, N.A. Arapahoe County Englewood New Bank name: MegaBank of Arapahoe	01-21-93	02-01-93
Ken-Caryl Bank, The Arapahoe County Littleton	02-18-93	03-01-93
First National Bank of Cedaredge Delta County Cedaredge New Bank Name: Western Community Bank Branch: Western Community Bank-Basalt Branch	03-18-93	03-25-93
Colorado National Bank-Grand Junction Mesa County Grand Junction New Bank Name: Bank of Colorado-Western Slope	05-20-93	07-02-93
Bank of Colorado-Western Slope-Glenwood Springs Garfield County Glenwood Springs	05-20-93	07-02-93
Colonial National Bank Denver County Denver New Bank Name: Colonial Bank	10-21-93	11-05-93
Bank of Durango, The La Plata County Durango	12-17-92	07-01-93

COMMERCIAL BANK CONVERSIONS: STATE TO NATIONAL

<u>Bank Name/Location</u>	<u>Date Opened</u>
The Bank of Aspen Pitkin County Aspen	06-01-93
New Bank Name: Norwest Bank of Aspen, N.A.	

COMMERCIAL BANK MERGES: STATE TO NATIONAL

<u>Bank Name/Location</u>	<u>Date Opened</u>
Valley Bank of Frederick Weld County Frederick New Bank Name: Valley Bank, N.A. (Branch of)	02-08-93
Valley Bank of Lyons Boulder County Lyons New Bank Name: Valley Bank, N.A.	06-10-93

COMMERCIAL STATE BANK(S) PURCHASED BY NATIONAL BANK(S)

<u>Bank Name/Location</u>	<u>Date Opened</u>
Byers State Bank	11-17-93
Arapahoe County	
Byers	
New Bank Name: First National Bank of Strasburg (Branch of)	

COMMERCIAL BANK CONVERSIONS: INDUSTRIAL TO COMMERCIAL

<u>Bank Name/Location</u>	<u>Date Approved</u>	<u>Date Opened</u>
Farmer's Industrial Bank Weld County Eaton	08-19-93	11-19-93
New Bank Name: Farmers Bank		

DE NOVO COMMERCIAL BANK CHARTERS APPROVED

<u>Bank Name/Location</u>	<u>Approved</u>	<u>Opened</u>
Key Bank of Colorado Lamar County Fort Collins	02-18-93	06-30-93
Goldenbank, Applewood Jefferson County Wheat Ridge	07-15-93	11-19-93
FirstBank of Fort Collins Lamar County Fort Collins	11-19-92	05-03-93

COMMERCIAL BANK CLOSURES

<u>Bank Name / Location</u>	<u>Date Approved</u>
Jefferson Bank & Trust Jefferson County Lakewood	07-02-93

APPROVAL TO OPERATE A DETACHED FACILITY

<u>Bank Name/Location</u>	<u>Date Approved</u>	<u>Date Opened</u>
Tri-State Bank Detached Facility Denver County Denver	06-17-93	08-01-93

APPROVAL TO OPERATE A LOAN PRODUCTION OFFICE

<u>Bank Name/Location</u>	<u>Date Approved</u>
Professional Bank Loan Production Office Denver County Denver	05-20-93
First United Bank Loan Production Office El Paso County Colorado Springs	12-16-93

NAME CHANGES

<u>Bank Name/Location</u>	<u>Date Approved</u>
AVCO Lakewood Industrial Bank To: AVCO Armed Forces Industrial Bank Arapahoe County Aurora	03-03-93
First Security Bank of Windsor To: Bank of Colorado-Front Range Weld County Windsor	8-16-93
FirstBank of Erie To: FirstBank of Longmont Boulder County Boulder	09-23-93
FirstBank of Academy Park To: FirstBank of South Jeffco Arapahoe County Littleton	09-23-93
Bank of Evergreen To: The Bank Jefferson County Evergreen	03-03-93

RULES OF THE COLORADO STATE BANKING BOARD
PERTAINING TO COMMERCIAL BANKS
(Promulgated, Repealed or Amended During the Period
January 1, 1993 through December 31, 1993)

AMENDED RULES

CB 101.7 Messenger Service.

- A. Definition. For purposes of this section, a "messenger service" refers to any service, such as a courier service or armored car service, that is used by a state bank (institution) and its customers to pick up from, and deliver to, specific customers at locations such as their homes or offices items relating to transactions between the institution and such customers.
- B. Pickup and delivery of items relating to nonbranching activities. An institution may establish and operate a messenger service, or use, with its customers, a third party messenger service, to transport items relevant to the institution's transactions with its customers without regard to the limitations set forth in title 11, article 25, C.R.S., provided the service does not engage in branching functions within the meaning of 11-25-102(2), C.R.S. In establishing or using such a facility, the institution may establish terms, conditions, and limitations that it deems appropriate to assure compliance with safe and sound banking practices.
- C. Pickup delivery of items pertaining to branching functions by a messenger service established by a third party.
1. An institution and its customers may use a messenger service to pick up from, and deliver to, customers items which relate to branching functions within the meaning of 11-25-102(2), C.R.S. without regard to the limitations set forth in title 11, article 25, C.R.S., provided the messenger service is established and operated by a third party. In using such a facility, an institution may establish terms, conditions, and limitations, not inconsistent with this rule, as it deems appropriate to assure compliance with safe and sound banking practices.
 2. Whether a messenger service is established by a third party is based on a case-by-case review of all of the circumstances, provided a messenger service is established by a third party if:
 - a. A party other than the institution owns the service and its facilities (or rents them from another party other than the institution) and employs the persons engaged in the provision of the service; and
 - b. The messenger service:
 - i. Makes its services available to the public, including other depository institutions;
 - ii. Retains ultimate discretion to determine which customers and geographical areas it will serve;
 - iii. Maintains ultimate responsibility for scheduling, movement, and routing;
 - iv. Does not operate under the name of the institution, and the institution and the messenger service do not advertise, or otherwise represent, that the institution itself is providing the service, although the institution may advertise that its customers may use one or more third party messenger services to transact business with the institution;

- v. Assumes responsibility for the items during transit and maintains adequate insurance covering holdups, employee fidelity, and other in-transit losses; and
 - vi. Enters into contracts with customers which provide that the messenger service acts as the agent for the customer when the items are in transit between the institution and the customer and, in the case of items intended for deposit, such items shall not be deemed to have been deposited until delivered to the institution at an established institution office, and, in the case of items representing withdrawals, such items shall be deemed to be paid when the item is given to the messenger service.
3. An institution is permitted to defray all or a part of the costs incurred by a customer in transporting items through a messenger service. Payment of such expenses may only cover costs associated with each transaction involving the customer and the messenger service. The institution may impose such terms, conditions, and limitations as it may deem appropriate with respect to the payment of such cost.
- D. Pickup and delivery of items pertaining to branching activities where the messenger service is established by the institution. An institution may establish and operate a messenger service to transport items relevant to the institution's transactions with its customers if such transactions involve one or more branching functions within the meaning of 11-25-102(2), C.R.S., provided the institution receives approval to establish the proposed branch pursuant to the relevant provisions of title 11, article 25, C.R.S. and State Banking Board Rule CB101.54.

CB101.43 Lending Limits [11-7-103]

A. Definitions

For the purposes of this rule:

1. Loans and extensions of credit mean any direct or indirect advances of funds (including obligations of makers and endorsers arising from discounting of commercial paper) to a person made on the basis of any obligation of that person to repay the funds, or repayable from specific property pledged by or on behalf of the person. Loans and extensions of credit also include a contractual commitment to advance funds as that term is defined in this section of this rule.
2. Person means an individual; sole proprietorship; partnership; joint venture; association; trust; estate; business trust; corporation; not-for-profit corporation; sovereign government or agency, instrumentality, or political subdivision thereof; or any similar entity or organization.
3. Contractual commitment to advance funds means:
 - a. An obligation to make payments (directly or indirectly) to a third party contingent upon default by the bank's customer in the performance of an obligation under the terms of that customer's contract with the third party or upon some other stated condition;
 - b. An obligation to guarantee or stand as a surety for the benefit of a third party; or
 - c. A qualifying commitment to lend (as defined in this section of this rule). The term includes, but is not limited to, standby letters of credit (as defined in

this section of this rule), guarantees, puts or other similar arrangements.

For the purposes of this rule, undisbursed loan funds and loan commitments not yet drawn upon which are not qualifying commitments to lend, or which are not otherwise equivalent to a contractual commitment to advance funds as defined are not considered a contractual commitment to advance funds. This definition also does not include commercial letters of credit and similar instruments where the issuing bank expects the beneficiary to draw upon the issuer, which do not guarantee payment of money obligation, and which do not provided for payment in the event of default of the account party.

4. A standby letter of credit is any letter of credit, or similar arrangement, however named or described, which represents an obligation to the beneficiary on the part of the issuer (1) to repay money borrowed by or advanced to or for the account of the account party, or (2) to make payment on account of any indebtedness undertaken by the account party, or (3) to make payment on account of any default by the account party in the performance of an obligation.
5. Qualifying commitment to lend means a binding written commitment to lend which, when combined with all other outstanding loans and qualifying commitments to the borrower, is within the bank's lending limit on the date of the commitment and which has not been disqualified. A qualifying commitment to lend will be disqualified by any loan or extension of credit made subsequent to the date of the qualifying commitment which, when combined with all other outstanding loans and qualifying commitments attributable to the borrower, would cause the total to exceed the bank's lending limit on the date of the loan or extension of credit. A disqualified loan commitment may be funded only to the extent that any advance under the commitment, when combined with all other outstanding loans and qualifying commitments to the borrower, does not exceed the bank's lending limit on the date of funding. The entire unfunded portions of qualifying loan commitments made last will be disqualified first, in reverse chronological order, until the sum of the disqualified commitments at least equals the amount of the loan or extension of credit which caused the total amount of the obligations attributable to a borrower to exceed the bank's lending limit. In determining whether the issuance of a commitment to lend would be within a bank's lending limit on the date of the commitment, the bank may deduct from the amount of the commitment the aggregate amount of legally binding written loan participations in that commitment by other financially responsible persons or institutions.

B. General Limitations

The total loans and extensions of credit by a bank to a person outstanding at one time and not fully secured, as determined in a manner consistent with section C of this rule, by collateral having a market value at least equal to the amount of the loan or extension of credit shall not exceed 15 percent of total capital of the bank.

C. Additional General Limitations: Loans Fully Secured by Readily Marketable Collateral

1. The total loans and extensions of credit by a bank to a person outstanding at one time and fully secured by readily marketable collateral having a market value, as determined by reliable and continuously available price quotations, at least equal to the amount of the funds outstanding shall not exceed 10 percent of the total capital of the bank. This limitation shall be separate from and in addition to the limitation contained in section B of this rule.

2. Each loan or extension of credit based on the forgoing limitation shall be secured by readily marketable collateral having a current market value of at least 100 percent of the amount of the loan or extension of credit at all times. Current market value means the bid or closing price listed for an item in a regularly published listing or an electronic reporting service.
3. For purposes of this rule, readily marketable collateral means financial instruments and bullion which are salable under ordinary circumstances with reasonable promptness at a fair market value determined by quotations based on actual transactions on an auction or a similarly available daily bid and ask price market. Financial instruments include stocks, notes, bond, and debentures traded on a national securities exchange, OTC margin stocks (as defined in Regulation U of the Federal Reserve Board), commercial paper, negotiable certificates of deposit, bankers' acceptances, and shares in money market and mutual funds of the type which issue shares in which banks may perfect a security interest.
4. Each bank must institute adequate procedures to ensure that the collateral value fully secures the outstanding loan at all times.
5. Financial instruments may be denominated in foreign currencies which are freely convertible to U.S. dollars. If collateral is denominated and payable in a currency other than that of the loan or extension of credit which it secures, the bank's procedures must require that the collateral be revalued at least monthly, using appropriate foreign exchange rates, in addition to being repriced at current market value.
6. If collateral falls below 100 of the outstanding loan, to the extent that the loan is no longer in conformance with this section of this rule and exceeds the general 15 percent limitation, the loan must be brought into conformance within five (5) business days, except where judicial proceedings, regulatory actions, or other extraordinary occurrences prevent the bank from taking action.

D. Combining Loans to Separate Borrowers

1. General Rule

Loans or extensions of credit to one person will be attributed to other persons, for purposes of this rule, when (1) the proceeds of the loans or extensions of credit are to be used for the direct benefit of the other person or persons or (2) a common enterprise is deemed to exist between the persons.

2. Common Enterprise

- a. Whether two or more persons are engaged in a common enterprise will depend upon a realistic evaluation of the facts and circumstances of the particular transaction.
- b. Where the expected source of repayment for each loan or extension of credit is the same for each person, a common enterprise will be deemed to exist and the loans or extensions of credit must be combined.
- c. Where loans or extensions of credit are made to persons who are related through common control, including where one person is controlled by another person, a common enterprise will be deemed to exist if the persons are engaged in interdependent businesses or there is a substantial financial interdependence among them. A common enterprise will be deemed to exist when 50 percent or more of one person's gross receipts or gross

expenditures (on an annual basis) are derived from transactions with one or more persons related through common control (as defined in this section of this rule). Gross receipts and expenditures include gross revenues/expenses, inter company loans, dividends, capital contributions, and similar receipts or payments.

- d. A common enterprise will also be deemed to exist when separate persons borrow from a bank for the purpose of acquiring a business enterprise of which those persons will own more than 50 percent of the voting securities.
- e. For purposes of section D subsection 2 c of this rule, control shall be presumed to exist when:
 - (1) One or more persons acting in concert directly or indirectly own, control, or have power to vote 25 percent of more of any class of voting securities of another person; or
 - (2) One or more persons acting in concert control, in any manner, the election of a majority of the directors, trustees, or other persons exercising similar functions of another person; or
 - (3) Any other circumstances exist which indicate that one or more persons acting in concert directly or indirectly exercises a controlling influence over the management or policies of another person.

3. Loans to Corporations

- a. For the purposes of section D subsection 3 of this rule, a corporation is a subsidiary of any person which owns or beneficially owns more than 50 percent of the voting stock of the corporation. Such ownership need not be direct. Thus, if A owns more than 50 percent of the voting stock of Corporation X which, in turn, owns more than 50 percent of the voting stock of Corporation Y, Corporation Y would be considered a subsidiary of both A and of Corporation X. For the purposes of this rule, corporation includes a limited liability company organized under the laws of certain states.
- b. Loans and extensions of credit to a person and its subsidiary or to subsidiaries of one person need not be combined where the bank has determined that the person and subsidiaries involved are not engaged in a common enterprise as that term is defined in this section of this rule
- c. Notwithstanding paragraph (3)(b) of this section of this rule, loans or extensions of credit by a bank to a corporate group may not exceed 50 percent of the bank's total capital. This aggregate limitation applies only to loans made pursuant to sections B and C of this rule. A corporate group includes a person and all of its subsidiaries.

4. Loans to Partnerships, Joint Ventures, and Associations

- a. Loans or extensions of credit to a partnership, joint venture, or association shall, for the purposes of this rule, be considered loans or extensions of credit to each member of such partnership, joint venture, or association.
- b. Loans or extensions of credit to members of a partnership, joint venture, or association shall, for the purposes of this rule, be attributed to the partnership, joint venture, or association where one or more of the tests set forth in section D subsection 1 of this rule is satisfied with respect to one or more such members. However, loans to members of a partnership, joint venture, or association will not be

attributed to other members of the partnership, joint venture, or association under this section of this rule unless one or more of the tests set forth in section D subsection 1 of this rule is satisfied with respect to such other members. The tests set forth in section D subsection 1 of this rule shall be deemed to be satisfied when loans or extensions of credit are made to members of a partnership, joint venture, or association for the purpose of purchasing an interest in such partnership, joint venture, or association.

- c. The rule set forth in paragraph 4(a) of this subsection is not applicable to limited partners in limited partnerships or to members of joint ventures or associations if such partners or members, by terms of the partnership or membership agreement, are not to be held liable for the debts or actions of the partnership, joint venture, or association. However, the rules set forth in section D subsection 1 of this rule are applicable to such partners or members.

5. Loans to Foreign Governments, Their Agencies, and Instrumentalities

a. Means and Purpose Test

Notwithstanding paragraphs 1, 2, 3, and 4 of this section of this rule, loans and extensions of credit to foreign governments, their agencies, and instrumentalities will be combined with one another under this rule only if they fail to meet either of the following tests at the time the loan or extension of credit is made:

- (1) The borrower has resources or revenue of its own sufficient over time to service its debt obligations (means test);
- (2) The purpose of the loan or extension of credit is consistent with the purposes of the borrower's general business (purpose test).

b. Documentation

In order to show that the means and purpose tests have been satisfied, a bank shall, at a minimum, assemble and retain in its files the following items:

- (1) A statement (accompanied by supporting documentation) describing the legal status and the degree of financial and operational autonomy of the borrowing entity.
- (2) Financial statements for the borrowing entity for a minimum of three years prior to the date the loan or extension of credit was made or for each year less than three that the borrowing entity has been in existence.
- (3) Financial statements for each year the loan or extension of credit is outstanding.
- (4) The bank's assessments of the borrower's means of servicing the loan or extension of credit, including specific reasons in support of that assessment. The assessment shall include an analysis of the borrower's financial history, its present and projected economic and financial performance, and the significance of any financial support provided to the borrower by third parties, including the borrower's central government. If the government's support exceeds the borrower's annual revenues from other sources, it will be presumed that the means test has not been satisfied. No such presumption will be made, however, because of a guarantee by the central government of the borrower's debt.

- (5) A loan agreement or other written statement from the borrower which clearly describes the purpose of the loan or extension of credit. The written representation will ordinarily constitute sufficient evidence that the purpose test has been satisfied. However, when, at the time the funds are disbursed, the bank knows or has reason to know of other information suggesting that the borrower will use the proceeds in a manner inconsistent with the written representation, it may not, without further inquiry, accept the representation.

c. Restructured Loans

- (1) Non-combination rule -- Notwithstanding paragraphs 1, 2, 3, and 4 of this section, when previously outstanding loans and other extensions of credit to a foreign government, its agencies, and instrumentalities (i.e., public-sector obligors) that qualified for a separate lending limit under paragraph 5 a of this section are consolidated under a central obligor in a qualifying restructuring, such loans will not be combined and attributed to the central obligor, notwithstanding any substitution in named obligors, solely because of the restructuring. Such loans (other than loans originally attributed to the central obligor in their own right) will not be considered obligations of the central obligor and will continue to be attributed to the original public-sector obligor for the purposes of the lending limit.
- (2) Qualifying Restructuring -- Loans and other extensions of credit to a foreign government, its agencies, and instrumentalities will qualify for the non-combination process under paragraph 5 c (1) of this section only if they are restructured in a sovereign debt restructuring approved by the Banking Board, upon request by a bank, for application of the non-combination rule. The factors which the Banking Board will use in making this determination include, but are not limited to, the following:
- (a) Whether the restructuring involves a substantial portion of the total commercial bank loans outstanding to the foreign government, its agencies, and instrumentalities;
 - (b) Whether the restructuring involves a substantial number of the foreign country's external commercial bank creditors;
 - (c) Whether restructuring and consolidation under a central obligor is being done primarily to facilitate external debt management; and
 - (d) Whether the restructuring includes features of debt or debt-service reduction.
- (3) Fifty percent aggregate Limit -- With respect to any case in which the non-combination process under paragraph 5 c (1) of this section applies, a bank's loans and other extensions of credit to a foreign government, its agencies, and instrumentalities, and all other public-sector borrowers (including restructured debt) shall not exceed, in the aggregate, 50 percent of the bank's total capital.

E. Exceptions to the Lending Limits

1. Discount of Commercial or Business Paper

- a. Loans or extensions of credit arising from the discount of commercial or business paper evidencing an obligation to the person negotiating it with recourse shall not be subject to any limitation based on capital.
- b. This exception applies to negotiable paper given in payment of the purchase price of commodities in domestic or export transactions purchased for resale or to be used in connection with the fabrication of a product, or to be used for any other business purpose which may reasonably be expected to provide funds for payment of the paper. Loans or extensions of credit arising from the discount of paper of the kind described in this paragraph must bear the full recourse endorsement of the owner. However, loans or extensions of credit arising from the discount of such paper in export transactions may be endorsed by such owner without recourse or with limited recourse, or may be accompanied by a separate agreement for limited recourse; provided, that if transferred without full recourse, the paper must be supported by an assignment of appropriate insurance covering the political, credit, and transfer risks applicable to the paper. Insurance provided by the Export-Import Bank or the Foreign Credit Insurance Association is considered appropriate for this purpose. Loans or extensions of credit based on this exception are not subject to any limitation.
- c. Since the reason for the unlimited credit under this exception is that the paper arises from the sale of a commodity which may reasonably be expected to provide funds for payment of the paper, failure to pay either principal or interest when due removes the reason for unlimited credit. Therefore, although the line of credit to the maker or endorser should not be classified as excessive by reason of such default, the paper on which the default has occurred must be thereafter be taken into consideration in determining whether additional loans or extensions of credit may be made within the limits of this rule. The same principles of disqualification from the exception applies to any renewal or extension of either the entire loan or an installment thereof.

2. Bankers' Acceptances

- a. The purchase of bankers' acceptances of the kind described in 12USC 372 and issued by other banks shall not be subject to any limitations based on capital.
- b. This exception permits the purchase by a bank without limitation of bankers' acceptances created by other banks, provided that such acceptances are of the kind described in 12USC 372 (eligible acceptances). Acceptances other than those described in 12USC 372 must be included within the purchasing bank's lending limit to each acceptor bank.
- c. The limits under which a bank may itself accept drafts eligible for rediscount are contained in 12USC 372. These limits are distinct from the limits in this rule. Acceptances by a bank of ineligible drafts, i.e., time drafts which do not meet the requirements for discount with a Federal Reserve bank, are subject to the limitations of this rule.
- d. During any period within which a bank holds its own acceptances, eligible or ineligible, having a given value therefor, the amount given is considered, for purposes of this rule, to be a loan or extension of credit to the customer for whom the acceptance was made and is subject to the lending limits. To the extent

that a loan or extension of credit created by discounting the acceptance is covered by a bona fide participation agreement, the discounting bank need only consider that portion of the discounted acceptance which it retains as being subject to the limitations of this rule.

3. Loans Secured by Bills of Lading or Warehouse Receipts Covering Readily Marketable Staples

- a. Loans and extensions of credit secured by bills of lading, warehouse receipts, or similar documents transferring or securing title to readily marketable staples shall be subject to a limitation of 35 percent of total capital in addition to the general limitations if the market value of the staples securing each additional loan or extension of credit at all times equals or exceeds 115 percent of the outstanding amount of such loan or extension of credit. The staples shall be fully covered by insurance whenever it is customary to insure such staples.
- b. This exception allows a bank to make loans or extensions of credit to one person in an amount equal to 35 percent of its total capital in addition to the general 15 percent permitted by section B of this rule and in addition to the 10 percent permitted by section C of this rule, provided the collateral requirements of section C are met.
- c. A readily marketable staple means an article of commerce, agriculture, or industry of such uses as to make it the subject of dealings in a ready market with sufficiently frequent price quotations as to make (1) the price easily and definitely ascertainable, and (2) the staple itself easy to realize upon sale at any time at a price which would not involve any considerable sacrifice from the amount at which it is valued as collateral.

Staples eligible for this exception must be non perishable, may be refrigerated or frozen, and must be fully covered by insurance when such insurance is customary. This exception is intended to apply primarily to basic commodities, such as wheat and other grains, cotton, wool, and basic metals such as tin, cooper, lead, and the like. Whether a commodity is readily marketable depends upon existing conditions and it is possible that a commodity that qualifies at one time may cease to qualify at a later date. Fabricated commodities which do not constitute standardized interchangeable units and do not possess uniformly broad marketability do not qualify as readily marketable collateral.

- d. Commodities sometimes fail to qualify as non perishable because of the manner in which they are handled or stored during the life of the loan or extension of credit. Accordingly, the question as to whether the staple is non perishable must be determined on a case-by-case basis.
- e. This exception is applicable to a loan or extension of credit arising from a single transaction or secured by the same staples for (1) not more than 10 months if secured by non perishable staples; and (2) not more than six months if secured by refrigerated or frozen staples.
- f. The important characteristic of warehouse receipts, order bills of lading, or other similar documents is that the holder of such documents has control of the commodity and can obtain immediate possession. (However, the existence of brief notice periods, or

similar procedural requirements under state law, for the disposal of the collateral will not affect the eligibility of instruments for this exception.) Only documents with these characteristics are eligible security for loans under this exception. In the event of default on a loan secured by such documents, the bank must be in a position to sell the underlying commodity and promptly transfer title and possession to the purchaser, thus being able to protect itself without extended litigation. Generally, documents qualifying as documents of title under the Uniform Commercial Code are similar documents qualifying for this exception.

- g. Field warehouse receipts are an acceptable form of collateral when they are issued by a duly bonded and licensed grain elevator or warehouse having exclusive possession and control of the commodities even though the grain elevator or warehouse is maintained on the commodity owner's premise.
- h. Warehouse receipts issued by the borrower-owner which is a grain elevator or warehouse company, duly-bonded and licensed and regularly inspected by state or federal authorities, may be considered eligible collateral under this exception only when the receipts are registered with an independent registrar whose consent is required before the commodities can be withdrawn from the warehouse.

4. Loans Secured by U.S. Obligations

- a. Loans or extensions of credit secured by bonds, notes, certificates of indebtedness, or Treasury bills of the United States or by other such obligations fully guaranteed as to principal and interest by the United States shall not be subject to any limitation based on capital.
- b. This exception applies only to the extent that loans or extensions of credit are fully secured by the current market value of obligations of the United States or guaranteed by the United States.
- c. If the market value of the collateral declines to the extent that the loan is no longer in conformance with this exception and exceeds the general 15 percent limitation, the loan must be brought into conformance within five business days.

5. Loans to or Guaranteed by a Federal Agency

- a. Loans or extensions of credit to or secured by unconditional takeout commitments or guarantees of any department, agency, bureau, board, commission, or establishment of the United States or any corporation wholly owned directly or indirectly by the United States shall not be subject to any limitation based on capital.
- b. This exception may apply to only that portion of the loan or extension of credit that is covered by a federal guarantee or commitment.
- c. For purposes of this exception, the commitment or guarantee must be payable in cash or its equivalent within sixty days after demand for payment is made.
- d. A guarantee or commitment is unconditional if the protection afforded the bank is not substantially diminished or impaired in the case of loss resulting from factors beyond the bank's control. Protection against loss is not materially diminished or impaired by procedural requirements, such as an agreement to

take over only in the event of default, including default over a specific period of time, a requirement that notification of default be given within a specified period after its occurrence, or a requirement of good faith on the part of the bank.

6. Loans Secured by Segregated Deposit Accounts

- a. Loans or extensions of credit secured by a segregated deposit account in the lending bank shall not be subject to any limitation based on capital.
- b. The bank must ensure that a security interest has been perfected in the deposit, including the assignment of a specifically identified deposit and any other actions required by state law.
- c. Deposit accounts which may qualify for this exception include deposits in any form generally recognized as deposits. In the case of a deposit eligible for withdrawal prior to the maturity of the secured loan, the bank must establish internal procedures which will prevent the release of the security.
- d. A deposit which is denominated and payable in a currency other than that of the loan or extension of credit which it secures may be eligible for this exception if it is freely convertible to U.S. dollars. The deposit must be revalued at least monthly, using appropriate foreign exchange rates, to ensure that the loan or extension of credit remains fully secured. This exception applies to only that portion of the loan or extension of credit that is covered by the U.S. dollar value of the deposit. If the U.S. dollar value of the deposit falls to the extent that the loan is in non conformance with this exception and exceeds the general 15 percent limitation, the loan must be brought into conformance within five business days, except where judicial proceedings, regulatory actions, or other extraordinary occurrences prevent the bank from taking such action. This exception is not authority for banks to take deposits denominated in foreign currencies.

7. Loans to Financial Institutions with the Approval of the Banking Board.

- a. Loans or extensions of credit to any financial institution or to any receiver, conservator, or other agent in charge of the business and property of such financial institution, when such loans or extensions of credit are approved by the Banking Board, shall not be subject to any limitation based on capital.
- b. This exception is intended to apply only in emergency situations where a bank is called upon to provide assistance to another financial institution.
- c. For purposes of this subsection 7, financial institution means a commercial bank, savings bank, trust company, savings and loan association, or credit union.

8. Discount of Installment Consumer Paper

- a. Loans and extensions of credit arising from the discount of negotiable or nonnegotiable installment consumer paper which carries a full recourse endorsement or unconditional guarantee by the person transferring the paper shall be subject under this rule to a maximum limitation equal to 25 percent of total capital, notwithstanding the collateral requirements set forth in section C of this rule.

- b. If the bank's files or the knowledge of its officers of the financial condition of each maker of such consumer paper is reasonably adequate, and an officer of the bank designated for that purpose by the board of directors of the bank certifies in writing that the bank is relying primarily upon the responsibility of each maker for payment of such loans or extensions of credit and not upon any full or partial recourse endorsement or guarantee by the transferor, the limitations of this rule as to the loans or extensions of credit of each such maker shall be the sole applicable loan limitations.
- c. This exception allows a bank to discount negotiable or nonnegotiable installment consumer paper of one person in an amount equal to 10 percent of its total capital (in addition to the 15 percent permitted by section B of this rule) if the paper carries a full recourse endorsement or unconditional guarantee by the seller transferring such paper. The unconditional guarantee may be in the form of a repurchase agreement or a separate guarantee agreement. A condition reasonably within the power of the bank to perform, such as repossession of collateral, will not be considered to make conditional an otherwise unconditional agreement.
- d. For purposes of this subsection 8, consumer means the user of any products, commodities, goods, or services, whether leased or purchased, and does not include any person who purchases products of commodities for the purpose of resale or for fabrication into goods for sale.
- e. For purposes of this subsection 8, consumer paper includes paper relating to automobiles, mobile homes, residences, office equipment, household items, tuition fees, insurance premium fees, and similar consumer items. Also included is paper covering the lease (where the bank is not the owner or lessor) or purchase of equipment for use in manufacturing, farming, construction, or excavation.
- f. Under certain circumstances, installment consumer paper which otherwise meets the requirements of this exception will be considered a loan or extension of credit to the maker of the paper rather than the seller of the paper. Specifically, where --
 - (1) Through the bank's files it has been determined that the financial condition of each maker is reasonably adequate to repay the loan or extension of credit, and
 - (2) An officer designated by the bank's Chairman or Chief Executive Officer pursuant to authorization by the Board of Directors certifies in writing that the bank is relying primarily upon the maker to repay the loan or extension of credit, the loan or extension of credit is subject only to the lending limits of the maker paper.

Where paper is purchased in substantial quantities, the records, evaluation, and certification may be in such form as is appropriate for the class and quantity of the paper involved.

9. Loans Secured by Livestock

- a. Loans and extensions of credit secured by shipping documents or instruments transferring or securing title covering livestock or giving a lien on livestock when the market value of the livestock securing the obligation is not at any time less than 115 percent of the face amount of the note covered, shall be subject under this section, notwithstanding the collateral

requirements set forth in section C of this rule, to a maximum limitation equal to 25 percent of total capital.

- b. This exception allows a bank to make loans or extensions of credit to one person in an amount equal to 10 percent of its total capital (in addition to the 15 percent permitted by section B of this rule), if the loans or extensions of credit are secured by livestock having a market value at least equal to 115 percent of the outstanding loan balance at all times. The loans or extensions of credit may be secured by shipping documents or other instruments which transfer title to, secure title to, or give a first lien on livestock. Livestock includes dairy and beef cattle, hogs, sheep, goats, horses, mules, poultry, and fish, whether or not held for resale. To support compliance with this exception, the bank must maintain in its files an inspection and appraisal report on the livestock pledged. The inspection and appraisal report should be performed at least every 12 months, or more frequently as deemed prudent.
- c. Under the laws of this state, a person furnishing pasturage under a grazing contract may have a lien on the livestock for the amount due for pasturage. If the lien which is based on pasturage furnished by the lien or prior to the making of the loan is assigned to the bank by recordable instrument and is protected against being defeated by some other lien or claim, by payment to a person other than the bank, or otherwise, it would qualify under this exception provided the amount of such perfected lien is at least equal to the amount of the loan and the value of the livestock is at no time less than 115 percent of the loan. Where the amount due under the grazing contract is dependent upon future performance thereunder, the resulting lien has merely prospective value and does not meet the requirements of the exception.

10. Loans Secured by Dairy Cattle

- a. Loans and extensions of credit which arise from the discount by dealers in dairy cattle of paper given in payment for dairy cattle, which paper carries a full recourse endorsement or unconditional guarantee of the seller, and which are secured by the cattle being sold, shall be subject under this section, notwithstanding the collateral requirements set forth in section C of this rule, to a limitation of 25 percent of total capital.
- b. This exception allows a bank to discount paper of one person given in payment for dairy cattle in an amount equal to 10 percent of its total capital (in addition to the 15 percent permitted by section B of this rule). The discounted paper must carry the full recourse endorsement or unconditional guarantee of the seller and the dairy cattle must secure the debt. Liens on cattle may be in any form which allows the bank to maintain a perfected security interest in the cattle.
- c. This exception for loans and extensions of credit secured by livestock is separate and apart from the exception for loans and extensions of credit created by the discount of paper for the purchase of dairy cattle. Therefore, a bank may make loans or extensions of credit to one person secured by each type of collateral in an amount equal to 10 percent of its total capital (in addition to the 15 percent permitted under section B of this rule).

11. Loans to Student Marketing Association -- Loans or extensions of credit to the Student Marketing Association shall not be subject to any limitation based on capital.
- F. Substitute Lending Limit for Bank with Agricultural or Oil and Gas Loans
1. For the purposes of this section:
 - a. Agricultural loans include loans or extensions of credit secured by farmland, loans to finance agricultural production and other loans to farms reported in the bank's Report of Condition and Income (Call Report). The following are examples of such types of loans: for growing and storing of crops, breeding and marketing of livestock, financing fisheries, purchases of farm machinery and equipment, maintenance and operation of the farm, and discounted notes of farmers.
 - b. Oil and gas loans include loans or extensions of credit to oil companies, petroleum refiners, and companies primarily engaged in the oil- and gas-related business, for example: operating oil and gas field properties, contract drilling, performing exploration services on a contract basis, performing oil and gas field services, manufacturing or leasing of oil field machinery and equipment, pipeline transportation of petroleum, natural gas transmission or distribution, and investing in oil and gas royalties or leases.
 - c. Special category loan charge-offs mean agricultural or oil and gas loans charged-off during the period from January 1, 1986, through December 31, 1989, which have been or will be reported in a special memorandum item in the bank's Call Report in accordance with the Banking Board's or a federal regulator's capital forbearance policy.
 2. A bank which has special category loan charge-offs resulting in a reduction in its capital since December 31, 1985, may substitute a lending limit calculated under this section for the general limitation provided in section B of this rule, up to a maximum amount of 20 percent of total capital, until January 1, 1995.
 3. The substitute lending limit in paragraph 2 of this section is the lesser of the following amounts:
 - a. 15 percent of total capital on December 31, 1985; or
 - b. 15 percent of the total of:
 - (1) The difference between the sum of special category loan charge-offs and the sum of recoveries on those charge-offs; plus
 - (2) Total capital; or
 - c. 20 percent of the total capital.
- G. Obligations of Accommodation Parties
- The liability of a drawer, endorser, or guarantor who does not receive any of the proceeds, or the benefit of the proceeds, of the loan or extension of credit is not a loan or extension of credit to such person for purposes of this rule unless one of the tests set forth in section D 1 of this rule is satisfied.
- H. Sale of Federal Funds
1. Sale of federal funds means, for purposes of this section, any transaction among depository institutions involving the transfer of immediately available funds resulting from credits to deposit balances at Federal Reserve banks or from

credits to new or existing deposit balances due from a correspondent depository institution.

2. Sales of federal funds with a maturity of one business day or under a continuing contract are not loans and extensions of credit for purposes of this rule. However, sales of federal funds with a maturity of more than one business day are subject to the lending limits.
3. A continuing contract refers to an agreement that remains in effect for more than one business day but has no specified maturity and requires no advance notice of termination.

I. Purchase of Securities Subject to Repurchase Agreement

1. The purchase of Type I securities, as defined in 12CFR 1.3(c) and referenced in Banking Board rule CB101.59, subject to an agreement that the seller will repurchase at the end of a stated period is not a loan or extension of credit for purposes of this rule.
2. The purchase of other types of securities subject to an agreement that the seller will repurchase at the end of a stated period is regarded as a loan from the purchasing bank to the seller and not as an obligation of the underlying obligor of the security

J. Purchase of Third-Party Paper

Where a bank purchases third-party paper subject to an agreement that the seller will repurchase the paper upon default or at the end of a stated period after default, the seller's obligation to repurchase is subject to this rule and is measured by the total unpaid balance of the paper owned by the bank less any applicable dealer reserves. Where the seller's obligation to repurchase is limited, the seller's total loans or extensions of credit, for the purpose of this rule, are measured by the total amount of paper the seller may ultimately be obligated to repurchase. Where no more than an agreed percentage of the purchase price is retained by the bank and credited to a reserve to be held as a form of collateral security, but the bank has no direct or indirect recourse to the seller, the loans or extensions of credit do not constitute loans or extensions of credit to the seller subject to the limitations of this rule.

K. Overdrafts

Overdrafts, whether or not prearranged, are loans and extensions of credit for purposes of this rule. This rule does not apply to intra-day or daylight overdrafts.

L. Loans Charged Off in Whole or in Part

The lending limits apply to all existing loans or extensions of credit to a person by the bank, including loans or extensions of credit which have been charged off on the books of the bank in whole or in part. Loans or extensions of credit which have become unenforceable by reason of discharge in bankruptcy or are no longer legally enforceable for other reasons are not loans and extensions of credit for purposes of this rule.

M. Sale of Loan Participations

1. When a bank sells a participation in a loan or extension of credit, including the discount of a bank's own acceptance, that portion of the loan that is sold on a nonrecourse basis will not be applied to the bank's lending limits. In order to remove a loan or extension of credit from a bank's lending limit, a participation must result in a pro rata sharing of credit risk proportionate to the respective interests of the originating and participating lenders. This is so even where the participation agreement provides that repayment must be applied first to the shares sold. In that case, the pro rata sharing may only be accomplished if

the agreement also provides that, in case of a default or comparable event defined in the agreement, participants shall share in all subsequent repayments and collections in proportion to the percentage of participation at the time of the occurrence of the event.

2. The provisions of the above paragraph apply to all loans and extensions of credit as defined in section A of this rule, including contractual commitment(s) to advance funds, as defined in section A of this rule.

N. Interest or Discount on Loans

The lending limits do not apply to the portion of a loan or extension of credit that represents accrued or discounted interest.

O. Loans to or Guaranteed by General Obligations of a State or Political Subdivision.

1. A loan or extension of credit to a bank customer which is guaranteed or fully secured by a general obligation of any State or political subdivision thereof, within the meaning of 12CFR 1.3, is not considered an obligation of the customer for purposes of this rule. The lending bank should obtain the opinion of competent counsel that the guarantee or collateral is a valid and enforceable obligation of the public body.
2. A loan or extension of credit to a State or political subdivision thereof is not subject to any limitation based on capital if the loan or extension of credit constitutes a general obligation of the State or political subdivision within the meaning of 12CFR 1.3. The lending bank should obtain the opinion of competent counsel that the loan or extension of credit is a valid and enforceable obligation of the borrower.

P. Loans to Industrial Development Authorities

A loan or extension of credit to an industrial development authority or similar public entity created for the purpose of constructing and leasing a plant facility, including a health care facility, to an industrial occupant is not a loan or extension of credit to the authority for the purposes of this rule if:

1. The bank relies on the credit of the industrial occupant in making the loan;
2. The authority's liability with respect to the loan is limited solely to whatever interest it has in the particular facility;
3. The authority's interest is assigned to the bank as security for the loan or a promissory note from the lessee to the bank provides a higher order of security than the assignment of a lease; and
4. The industrial occupant's lease rentals are assigned and paid directly to the bank.

A loan or extension of credit meeting the above criteria will be deemed a loan or extension of credit to the lessee and will be combined with other obligations of the lessee for the purposes of this rule.

Q. Separate Limitations for Investment Securities

A bank may make loans or extensions of credit to one borrower up to the full amount permitted by this rule and also hold eligible investment securities of the same obligor up to the full amount permitted by Banking Board rule CB101.59. In order for a security to be an "investment security" it must be eligible for

investment by a bank in accordance with the standards set forth in Banking Board rule CB101.59.

R. Approval by Banking Board

Upon application by an institution to the Banking Board, the Banking Board may allow an institution to exceed the lending limit for a specific loan or extension of credit if the institution proves that the loan or extension of credit will not adversely impact the safe and sound operations of the institution or the protection of the depositors. In making its decision, the Banking Board shall consider the quality of the loan or extension of credit and the benefit to the community of the loan or extension of credit.

The Banking Board also shall have authority to determine when a loan putatively made to a person shall for purposes of this section be attributed to another person.

S. Reference:

Regulation U, also know as 12USC 221, is a law enacted by the United States Congress and administered by the Board of Governors of the Federal Reserve System. This rule does not include amendments to or editions of the referenced material later than the effective date of the rule, January 30, 1993.

12 USC 372 is a law enacted by the United States Congress and administered by the Board of Governors of the Federal Reserve System. This rule does not include amendments to or editions of the referenced material later than the effective date of the rule, January 30, 1993.

12 CFR 1.3 is a regulation issued and administered by the Comptroller of the Currency under the general authority of the national banking laws, 12 USC 1 et seq. and under specific authority contained in paragraph Seventh of 12 USC 24. This rule does not include amendments to or editions of the referenced material later than the effective date of the rule, January 30, 1993.

For more detailed information pertaining to these provisions, please contact the secretary for the State Banking Board at 1560 Broadway, Suite 1175, Denver, Colorado 80202, (303) 894-7575.

CB101.47 Reports of New Executive Officers, Directors, and Persons in Control and Related Late Filing Penalty [11-2-109(6) and (7)].

- A. Any person who becomes an executive officer, director, or person responsible, directly or indirectly, for the management, control or operation of a bank, must notify in writing the Division of Banking within 90 days thereafter. The written notice must include a statement describing any civil or criminal offenses of which such person has been found guilty or liable by any federal or state court or federal or state regulatory agency.
- B. In addition, any person who becomes an executive officer, director, or person responsible, directly or indirectly, for the management, control, or operation of a bank, must file a biographical report with the Division of Banking within 90 days thereafter, if
 1. The bank has been chartered less than two years;
 2. Within the preceding two years, the bank has undergone a change in control that required a notice to be filed pursuant to C.R.S. 11-2-109(4);
 3. Within the preceding two years, the bank holding company became a registered bank holding company, unless the bank holding company is owned or

controlled by a registered bank holding company, or the bank holding company was established in a reorganization in which substantially all of the shareholders of the bank holding company were shareholders of the bank prior to the bank holding company's formation; or

4. The bank or bank holding company is not in compliance with all minimum capital requirements applicable to the institution as determined on the basis of the institution's most recent report of condition, examination, or is otherwise in a troubled condition as indicated by a composite rating of 3, 4, or 5 at the institution's most recent examination by a state or federal banking regulator.

The biographical report to be filed with the Division of Banking may be either on the form provided by the Division of Banking or the form filed with the institution's federal regulator for reporting the change of executive officer, director, or person in control.

- C. For the purposes of this rule, except as provided in paragraph D, the term director does not include an advisory director who:
 1. Is not elected by the shareholders of the bank;
 2. Is not authorized to vote on any matters before the board of directors; and
 3. Provides solely general policy advice to the board of directors.
- D. The Banking Board or the Division of Banking may otherwise determine that additional reporting is required of any person who becomes an executive officer, director, or person in control. Written notice will be provided by the Division of Banking to such person of any additional requirements.
- E. The Banking Board may assess a \$25.00 per day penalty for late filing of reports of new executive officers, directors, and persons in control which are required by C.R.S. 11-2-109(6) and (7) and this rule. Said penalty may be waived by the Banking Board pursuant to statute. Filing of an incorrect report form is not grounds for the waiving of the penalty.

Qualifications for Independent Person(s) Assuming Responsibility for
Due Care of Directors' Examinations [11-3-115(3) (b)]

A. Qualifications

The following persons may qualify to be responsible for conducting a directors' examination of state-chartered banks:

1. A Certified Public Accountant(s) who holds an active certificate under the laws of this state.
2. A qualified independent person(s) or firm whose credentials have been submitted to and approved by the Colorado State Banking Board to conduct such examinations. The Banking Board will take into consideration such things as past proven work of the person or firm, professional reputation, training and education, and capacity to perform the examination in a timely manner.
3. The Banking Board reserves the right to revoke any previously approved qualification for due cause.

B. Independence

A person who conducts or reviews and/or approves a directors' examination (person) of a state-chartered bank (institution) must be independent with respect to the institution in fact and appearance.

Independence will be considered impaired if, for example, during the period of the directors examination, or at the time of the issuing of the report, the person:

1. Had or was committed to acquire any direct or material indirect financial interest in the institution;
2. Was a trustee of any trust or executor or administrator of any estate if such trust or estate had or was committed to acquire any direct or material indirect financial interest in the institution;
3. Had any joint closely-held business investment with the institution or any officer, director, or principal stockholder thereof which was material in relation to the net worth of either the institution or the person; or
4. Had any loan to or from the institution or any officer, director, or principal shareholder thereof other than loans of the following kinds made by a financial institution under normal lending procedures, terms and requirements:
 - a. Loans obtained by the person which are not material in relation to the net worth of the borrower;
 - b. Home mortgages; and
 - c. Other secured loans, except those secured solely by a guarantee of the person.

Independence will also be considered to be impaired if, during the period covered by the financial statements, during the period of the directors' examinations, or at the time of the issuing of the report, the person:

1. Was connected with the institution as a promoter, underwriter, voting trustee, director or officer, or in any capacity equivalent to that of a member of management or of an employee;
2. Was a trustee for any pension or profit sharing trust of the institution;

3. Received or had a commitment to receive other compensation from the institution or a third party, for services or products of others to be procured by the institution; or
4. Received or had a commitment from the institution to receive a contingent fee. For this purpose, a contingent fee means compensation for the performance of services payment of which, or the amount of which, is contingent upon the findings or results of such services.

CB101.52 Risk-Based Capital Definitions and Adequacy. [11-3-103]

A. Purpose.

An important function of the State Banking Board (Board) and the Division of Banking is to evaluate the adequacy of capital maintained by each regulated institution. Such an evaluation involves the consideration of numerous factors, including the riskiness of an institution's assets and off-balance sheet items. This Rule implements the Board's risk-based capital guidelines.

The risk-based capital guidelines establish a minimum capital ratio. Most institutions will be expected to maintain a capital ratio that is above the minimum. The primary focus of the risk-based capital guidelines is credit risk. The guidelines do not explicitly address other types of risk affecting an institution's condition, such as interest rate risk, asset concentrations, and operational risks. Therefore, the level of capital required for an individual institution will depend on that institution's total risk profile, as determined through the supervisory process.

Certain components of capital, categories of on-balance sheet assets, and categories of off-balance sheet items appearing in this rule may not apply to state chartered commercial banks. Nothing in this rule shall be construed to increase the powers of state chartered commercial banks.

B. Definitions. For the purposes of this Rule, the following definitions apply:

1. "Allowances for loan and lease losses" means the balance of the valuation reserve on December 31, 1968, plus additions to the reserve charged to operations since that date, less losses charged against the allowance net of recoveries.
2. "Associated company" means any corporation partnership, business trust, joint venture, association or similar organization in which an institution directly or indirectly holds a 20 to 50 percent ownership interest.
3. "Banking and finance subsidiary" means any subsidiary of an institution that engages in banking and finance-related activities.
4. "Cash items in the process of collection" means checks or drafts in the process of collection that are drawn on another depository institution, including a central bank and that are payable immediately upon presentation in the country in which the reporting institution's office that is clearing or collecting the check or draft is located; U.S. Government checks that are drawn on the United States Treasury or any other U.S. Government or Government-sponsored agency and that are payable immediately upon presentation; broker's security drafts and commodity or bill-of-lading drafts payable immediately upon presentation in the United States or the country in which the reporting bank's office that is handling the drafts is located; and unposted debits.
5. "Central government" means the national governing authority of a country; it includes the departments of ministries and agencies of the central government and the central bank. The U.S. Central Bank includes the 12 Federal Reserve Banks. The definition does not include the following: State, provincial or local governments; commercial enterprises owned by the central government, which are entities engaged in activities involving trade, commerce or profit that are generally conducted or performed in the private sector of the United

- States economy; and noncentral government entities whose obligations are guaranteed by the central government.
6. "Commitment" means any arrangement that obligates an institution to:
 - a. Purchase loans or securities; or
 - b. Extend credit in the form of loans or leases, participations in loans or leases, overdraft facilities, revolving credit facilities, or similar transactions.
 7. "Common stockholders' equity" means common stock, common stock surplus, undivided profits, capital reserves, adjustments for the cumulative effect of foreign currency translation and net of unrealized losses on noncurrent marketable equity securities.
 8. "Conditional guarantee" means a contingent obligation of the United States Government or its agencies, or the central government of an OECD country, the validity of which to the beneficiary is dependent upon some affirmative action--e.g., servicing requirements--on the part of the beneficiary of the guarantee or a third party.
 9. "Depository institution" means a financial institution that engages in the business of banking; that is recognized as a bank by the bank supervisory or monetary authorities of the country of its incorporation and the country of its principal banking operations; that receives deposits to a substantial extent in the regular course of business; and that has the power to accept demand deposits. In the U.S., this definition encompasses all federally insured offices of commercial banks, mutual and stock savings banks, savings or building and loan associations (stock and mutual), cooperative banks, credit unions, and international banking facilities of domestic depository institutions. In addition, this definition encompasses all federally insured, Colorado state chartered offices of industrial banks and trust companies. Bank holding companies are excluded from this definition. For the purposes of assigning risk weights, the differentiation between OECD depository institutions and non-OECD depository institutions is based on the country of incorporation. Claims on branches and agencies of foreign banks located in the United States are to be categorized on the basis of the parent bank's country of incorporation.
 10. "Exchange rate contracts" include: Cross-currency interest rate swaps; forward foreign exchange rate contracts; currency options purchased; and any similar instrument that, in the opinion of the Board gives rise to similar risks.
 11. "Goodwill" means an intangible asset that represents the excess of the purchase price over the fair market value of tangible and identifiable intangible assets acquired in purchases accounted for under the purchase method of accounting.
 12. "Intangible assets" include, but are not limited to, purchased mortgage and credit card servicing rights, goodwill, favorable leaseholds, and core deposit value.
 13. "Interest rate contracts" include: Single currency interest rate swaps; basis swaps; forward rate agreements; interest rate options purchased; forward deposits accepted; and any similar instrument that, in the opinion of the Board, gives rise to similar risks, including when-issued securities.
 14. "Novation" means a bilateral contract between two counterparties under which any obligation to each other to deliver a given currency on a given date is automatically amalgamated with all other obligations for the same currency and value date, legally substituting one single net amount for the previous gross obligations.
 15. "OECD-based country" means a member of the grouping of countries that are full members of the Organization of Economic Cooperation and Development, plus countries that have concluded special lending arrangements with the International Monetary Fund (IMF) associated with the IMF's General Arrangements to Borrow. These countries are hereinafter referred to as "OECD countries".
 16. "Original maturity" means, with respect to a commitment, the earliest date after a commitment is made on which the commitment is scheduled to expire (i.e., it will reach its

stated maturity and cease to be binding on either party),
provided that either:

- a. The commitment is not subject to extension or renewal and will actually expire on its stated expiration date, or
 - b. If the commitment is subject to extension or renewal beyond its stated expiration date, the stated expiration date will be deemed the original maturity only if the extension or renewal must be based upon terms and conditions independently negotiated in good faith with the customer at the time of the extension or renewal and upon a new, bona fide credit analysis utilizing current information on financial condition and trends.
17. "Preferred stock" includes the following instruments:
- a. "Convertible preferred stock," which means preferred stock that is mandatorily convertible into either common or perpetual preferred stock;
 - b. "Intermediate-term preferred stock," which means preferred stock with an original maturity of at least five years, but less than 20 years;
 - c. "Long-term preferred stock," which means preferred stock with an original maturity of 20 years or more; and
 - d. "Perpetual preferred stock," which means preferred stock without a fixed maturity date that cannot be redeemed at the option of the holder, and that has no other provisions that will require future redemption of the issue.

For purposes of these instruments, preferred stock that can be redeemed at the option of the holder is deemed to have an "original maturity" of the earliest possible date on which it may be so redeemed.

18. "Public-sector entities" include states, local authorities and governmental subdivisions below the central government level in an OECD country. In the United States, this definition encompasses a state, county, city, town, or other municipal corporation, a public authority, and generally any publicly-owned entity that is an instrumentality of a state or municipal corporation. This definition does not include commercial companies owned by the public sector.
19. "Reciprocal holdings of bank capital instruments" means cross-holdings or other formal or informal arrangements in which two or more banking organizations swap, exchange, or otherwise agree to hold each other's capital instruments. This definition does not include holdings of capital instruments issued by other banking organizations that were taken in satisfaction of debts previously contracted, provided that the reporting institution has not held such instruments for more than five years or a longer period approved by the Board.
20. "Replacement cost" means, with respect to interest rate and exchange rate contracts, the loss that would be incurred in the event of a counterparty default, as measured by the net cost of replacing the contract at the current market value. If default would result in a theoretical profit, the replacement value is considered to be zero. The mark-to-market process should incorporate changes in both interest rates and counterparty credit quality.
21. "Residential properties" means houses, condominiums, cooperative units, and manufactured homes. This definition does not include boats or motor homes, even if used as a primary residence.
22. "Risk-weighted assets" means the sum of total risk-weighted balance sheet assets and the total of risk-weighted off-balance sheet credit equivalent amounts. Risk-weighted balance sheet and off-balance sheet assets are calculated in accordance with Section D of this Rule.
23. "Subsidiary" means any corporation, partnership, business trust, joint venture, association or similar organization in which an institution directly or indirectly holds more than a 50% ownership interest. This definition does not include ownership interests that were taken in satisfaction of debts previously contracted, provided that the reporting institution has not held the interest for more than five years or a longer period approved by the Board.

24. "Total capital" means the sum of an institution's core (Tier 1) and qualifying supplementary (Tier 2) capital elements.
 25. "Unconditionally cancelable" means, with respect to a commitment-type lending arrangement, that the institution may, at any time, with or without cause, refuse to advance funds or extend credit under the facility. In the case of home equity lines of credit, the institution is deemed able to unconditionally cancel the commitment if it can, at its option, prohibit additional extensions of credit, reduce the line, and terminate the commitment to the full extent permitted by relevant State law.
 26. "United States Government or its agencies" means an instrumentality of the U.S. Government whose debt obligations are fully and explicitly guaranteed as to the timely payment of principal and interest by the full faith and credit of the United States Government.
 27. "United States Government-sponsored agency" means an agency originally established or chartered to serve public purposes specified by the United States Congress, but whose obligations are not explicitly guaranteed by the full faith and credit of the United States Government.
- C. Components of Capital. An institution's qualifying capital base consists of two types of capital--core (Tier 1) and supplementary (Tier 2).
1. Tier 1 Capital. The following elements comprise an institution's Tier 1 capital:
 - a. Common stockholders' equity;
 - b. Noncumulative perpetual preferred stock and related surplus (Preferred stock issues where the dividend is reset periodically based upon current market conditions and the institution's current credit rating, including but not limited to, auction rate, money market or remarketable preferred stock, are assigned to Tier 2 capital, regardless of whether the dividends are cumulative or noncumulative.); and
 - c. Minority interests in the equity accounts of consolidated subsidiaries.
 2. Tier 2 Capital. The following elements comprise an institution's Tier 2 capital:
 - a. Allowance for loan and lease losses, up to a maximum of 1.25% of risk-weighted assets, subject to the transition rules in section E (1)(b) of this Rule. (The amount of the allowance for loan and lease losses that may be included in capital is based on a percentage of risk-weighted assets. The gross sum of risk-weighted assets used in this calculation includes all risk-weighted assets, with the exception of the assets required to be deducted from capital under section C (3) of this Rule. An institution may deduct reserves for loan and lease losses in excess of the amount permitted to be included as capital, as well as allocated transfer risk reserves and reserves held against other real estate owned, from the gross sum of risk-weighted assets in computing the denominator of the risk-based capital ratio.)
 - b. Cumulative perpetual preferred stock, long-term preferred stock, convertible preferred stock, and any related surplus, without limit, if the issuing institution has the option to defer payment of dividends on these instruments. For long-term preferred stock, the amount that is eligible to be included as Tier 2 capital is reduced by 20% of the original amount of the instrument (net of redemptions) at the beginning of each of the last five years of life of the instrument.
 - c. Hybrid capital instruments, without limit. Hybrid capital instruments are those instruments that combine certain characteristics of debt and equity, such as perpetual debt. To be included as Tier 2 capital, these instruments must meet the following criteria:
 - (1) The instrument must be unsecured, subordinated to the claims of depositors and general creditors, and fully paid up;

- (2) The instrument must not be redeemable at the option of the holder prior to maturity, except with the prior approval of the Board.
- (3) The instrument must be available to participate in losses while the issuer is operating as a going concern (in this regard, the instrument must automatically convert to common stock or perpetual preferred stock, if the sum of the retained earnings and capital surplus accounts of the issuer shows a negative balance); and
- (4) The instrument must provide the option for the issuer to defer principal and interest payments, if
 - (a) The issuer does not report a net profit for the most recent combined four quarters, and
 - (b) The issuer eliminates cash dividends on its common and preferred stock.
- d. Term subordinated debt instruments, and intermediate-term preferred stock and related surplus are included in Tier 2 capital, but only to a maximum of 50% of Tier 1 capital as calculated after deductions pursuant to section C (3) of this Rule. To be considered capital, term subordinated debt instruments must meet the following requirements:
 - (1) Have original weighted average maturities of at least five years;
 - (2) Be subordinated to the claims of depositors;
 - (3) State on the instrument that it is not a deposit and is not insured by the FDIC;
 - (4) Be approved as capital by the Board
 - (5) Be unsecured;
 - (6) Be ineligible as collateral for a loan by the issuing institution;
 - (7) Provide that once any scheduled payments of principal begin, all scheduled payments shall be made at least annually and the amount repaid in each year shall be no less than in the prior year; and
 - (8) Provide that no accelerated payment by reason of default or otherwise may be made without the prior written approval of the Board.

Also, at the beginning of each of the last five years of the life of either type of instrument, the amount that is eligible to be included as Tier 2 capital is reduced by 20% of the original amount of that instrument (net of redemptions). (Capital instruments may be redeemed prior to maturity with the prior approval of the Board. The Board typically will consider requests for the redemption of capital instruments when the instruments are to be redeemed with the proceeds of, or replaced by, a like amount of a similar or higher quality capital instrument. However, the Board reserves the authority to deny redemption in such circumstances or to allow redemption in other circumstances, based upon its evaluation of the circumstances of each case. The Board must be notified in writing of any request for redemption at least 30 days in advance of such redemption.)

- 3. Deductions From Capital. The following items are deducted from the appropriate portion of an institution's capital base when calculating its risk-based capital ratio.
 - a. Deductions from Tier 1 capital:
 - (1) All goodwill is deducted from Tier 1 capital before the Tier 2 portion of the calculation is made, subject to the transition rules contained in section E (1)(a)(2) of this Rule; and
 - (2) Other intangible assets which do not meet the conditions established in C (3)(b) below, are deducted from Tier 1 capital before the Tier 2 portion of the calculation is made.
 - b. Certain other intangible assets, including mortgage servicing rights and purchased credit card

relationships, need not be deducted from Tier 1 capital, subject to the following conditions:

- (1) The intangible assets must meet each of the following criteria:
 - (a) The intangible asset must be able to be separated and sold apart from the institution or from the bulk of the institution's assets;
 - (b) The market value of the intangible asset must be established on an annual basis through an identifiable stream of cash flows, and there must be a high degree of certainty that the asset will hold this market value notwithstanding the future prospects of the institution; and
 - (c) The institution must demonstrate that a market exists which will provide liquidity for the intangible asset;
 - (2) Intangibles which are included as Tier 1 capital are limited to 25% of total Tier 1 capital and, for capital adequacy purposes, must be valued at the lower of either the current amortized book value or the current market value as established as part of the institution's annual audit or directors' examination.
- c. Deductions from total capital:
- (1) Investments, both equity and debt, in unconsolidated banking and finance subsidiaries that are deemed to be capital of the subsidiary;
 - (2) Reciprocal holdings of bank capital instruments; and
 - (3) The Board may require deduction of investments in other subsidiaries and associated companies on a case-by-case basis.

D. Risk Categories/Weights for On-Balance Sheet Assets and Off-Balance Sheet Items.

The denominator of the risk-based capital ratio, i.e., an institution's risk-weighted assets, is derived by assigning that institution's assets and off-balance sheet items to one of the four risk categories detailed in section D (1) of this Rule. Each category has a specific risk weight. Before an off-balance sheet item is assigned a risk weight, it is converted to an on-balance sheet credit equivalent amount in accordance with section D (2) of this Rule. The risk weight assigned to a particular asset or on-balance sheet credit equivalent amount determines the percentage of that asset/credit equivalent that is included in the denominator of the institution's risk-based capital ratio. Any asset deducted from an institution's capital in computing the numerator of the risk-based capital ratio is not included as part of the institution's risk-weighted assets.

The Board reserves the right to require an institution to compute its risk-based capital ratio on the basis of average, rather than period-end, risk-weighted assets when necessary to carry out the purposes of these guidelines.

Some of the assets on an institution's balance sheet may represent an indirect holding of a pool of assets, e.g., mutual funds, that encompasses more than one risk weight within the pool. In those situations, the asset is assigned to the risk category applicable to the highest risk-weighted asset that pool is permitted to hold pursuant to its stated investment objectives. However, the minimum risk weight that may be assigned to such a pool is 20%. If, in order to maintain a necessary degree of liquidity, the fund is permitted to hold an insignificant amount of its investments in short-term, highly-liquid securities of superior credit quality (that do not qualify for a preferential risk weight), such securities generally will not be taken into account in determining the risk category into which the institution's holding in the overall pool should be assigned. More detail on the treatment of mortgage-backed securities is provided in section D (1) (c) (4) of this Rule.

1. On-Balance Sheet Assets. The following are the risk categories/weights for on-balance sheet assets:
 - a. Zero percent risk weight.
 - (1) Cash, including domestic and foreign currency owned and held in all offices of an institution or in transit. Any foreign currency held by an institution should be converted into U.S. dollar equivalents.
 - (2) Deposit reserves and other balances at Federal Reserve Banks.
 - (3) Securities issued by, and other direct claims on, the United States Government or its agencies, or the central government of an OECD country.
 - (4) That portion of assets directly and unconditionally guaranteed by the United States Government or its agencies, or the central government of an OECD country.
 - (5) Local currency claims on or unconditionally guaranteed by central governments of non-OECD countries, to the extent the institution has local currency liabilities in that country. Any amount of such claims that exceed the amount of the institution's local currency liabilities is assigned to the 100% risk category of section D (1) (d) of this Rule.
 - (6) Gold bullion held in the institution's own vaults or in another institution's vaults on an allocated basis, to the extent it is backed by gold bullion liabilities.
 - (7) The book value of paid-in Federal Reserve Bank stock.
 - (8) That portion of assets collateralized by the current market value of securities issued or guaranteed by United States Government-sponsored agencies.
 - (9) Assets collateralized by cash held in a segregated deposit account by the reporting institution.
 - b. Twenty percent risk weight.
 - (1) All claims on depository institutions incorporated in an OECD country, and all assets backed by the full faith and credit of depository institutions incorporated in an OECD country. This includes the credit equivalent amount of participations in commitments and standby letters of credit sold to other depository institutions incorporated in an OECD country, but only if the originating institution remains liable to the customer or beneficiary for the full amount of the commitment or standby letter of credit. Also included in this category are the credit equivalent amounts of risk participations in bankers' acceptances conveyed to other depository institutions incorporated in an OECD country. However, bank-issued securities that qualify as capital of the issuing bank are not included in this risk category, but are assigned to the 100% risk category of section D (1) (d) of this Rule.
 - (2) Claims on, or guaranteed by depository institutions, other than the central bank, incorporated in a non-OECD country, with a residual maturity of one year or less.
 - (3) Cash items in the process of collection.
 - (4) That portion of assets conditionally guaranteed by the United States Government or its agencies, or the central government of an OECD country.
 - (5) Securities issued by, or other direct claims on, United States Government-sponsored agencies.
 - (6) That portion of assets guaranteed by United States Government-sponsored agencies. Privately issued mortgage-backed securities, e.g., CMOs and REMICs, where the underlying pool is comprised solely of mortgage-related securities issued by GNMA, FNMA and FHLMC, will be treated as an indirect holding

of the underlying assets and assigned to the 20% risk category of this section D (1)(b). If the underlying pool is comprised of assets which attract different risk weights, e.g., FNMA securities and conventional mortgages, the institution should generally assign the security to the highest risk category appropriate for any asset in the pool. However, on a case-by-case basis, the Board may allow the institution to assign the security proportionately to the various risk categories based on the proportion in which the risk categories are represented by the composition cash flows of the underlying pool of assets. Before the Board will consider a request to proportionately risk-weight such a security, the institution must have current information for the reporting date that details the composition and cash flows of the underlying pool of assets. Furthermore, before a mortgage-related security will receive a risk weight lower than 100%, it must meet the criteria set forth in section D (1)(c)(4) of this Rule.

- (7) That portion of assets collateralized by the current market value of securities issued or guaranteed by United States Government-sponsored agencies.
- (8) Claims representing general obligations of any public-sector entity in an OECD country, and that portion of any claims guaranteed by any such public-sector entity. In the U.S., these obligations include obligations of any state or any political subdivision which is supported by the full faith and credit of an obligor possessing general powers of taxation, including property taxation. It includes an obligation payable from a special fund or by an obligor not possessing general powers of taxation when an obligor possessing general powers of taxation, including property taxation, has unconditionally promised to make payments available for the payment of the obligation of amounts which (together with any other funds available for the purpose) will be sufficient to provide for all required payments in connection with the obligation.
- (9) Claims on, or guaranteed by, official multilateral lending institutions or regional development institutions in which the United States Government is a shareholder or contributing member. These institutions include, but are not limited to, the International Bank for Reconstruction and Development (World Bank), the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the European Investments Bank, the International Monetary Fund and the Bank for International Settlements
- (10) That portion of assets collateralized by the current market value of securities issued by official multilateral lending institutions or regional development institutions in which the United States Government is a shareholder or contributing member.
- (11) That portion of local currency claims conditionally guaranteed by central governments of non-OECD countries, to the extent the institution has local currency liabilities in that country.

c. Fifty percent risk weight.

- (1) Revenue obligations of any public-sector entity in an OECD country for which the underlying obligor is the public-sector entity, but which are repayable solely from the revenues generated by the project financed through the issuance of the obligations.
- (2) The credit equivalent amount of interest rate and exchange rate contracts, calculated in accordance with section D (2) (e) of this Rule that do not qualify for inclusion in a lower risk category.
- (3) Loans secured by first mortgages on one-to-four family residential properties, either owner-occupied or rented, provided that such loans are not more than 90 days past due, or on nonaccrual or restructured. It is presumed that such loans will meet prudent underwriting standards. Furthermore, residential property loans that are made for the purpose of construction financing are assigned to the 100% risk category of section D (1) (d) of this Rule; however, this exclusion from the 50% risk category does not apply to loans to individual purchasers for the construction of their own homes.
- (4) Privately-issued mortgage-backed securities, i.e., those that do not carry the guarantee of a government or government-sponsored agency, fully secured by mortgages that, at the time of origination, qualify for this 50% risk weight under section D (1) (c) (3) above, provided they meet the following criteria:
 - (a) The underlying assets must be held by an independent trustee that has a first priority, perfected security interest in the underlying assets for the benefit of the holders of the security;
 - (b) The holder of the security must have an undivided pro rata ownership interest in the underlying assets or the trust that issues the security must have no liabilities unrelated to the issued securities;
 - (c) The trust that issues the security must be structured such that the cash flows from the underlying assets fully meet the cash flow requirements of the security without undue reliance on any reinvestment income; and
 - (d) There must not be any material reinvestment risk associated with any funds awaiting distribution to the holder of the security.

NOTE: If all of the underlying mortgages in the pool do not qualify for the 50% risk weight, the institution should generally assign the entire value of the security to the 100% risk category of D (1) (d) of this Rule; however, on a case-by-case basis, the Board may allow the institution to assign only the portion of the security which represents an interest in, and the cash flows of, nonqualifying mortgages to the 100% risk category, with the remainder being assigned a risk weight of 50%. Before the Board will consider a request to risk weight a mortgage-backed security on a proportionate basis, the institution must have current information for the reporting date that details the composition and cash flows of the underlying pool of mortgages.

- (5) Loans to residential real estate builders for one-to-four family residential property construction, if the institution obtains, prior to the making of the construction loan, sufficient documentation that the property is

subject to a legally binding written sales contract that the purchaser has obtained a firm written commitment for permanent financing of the home upon completion, subject to the following additional criteria:

- (a) The builder must incur at least the first 10% of the direct cost (i.e. actual costs of the land, labor, and material) before any drawdown is made under the construction loan and the construction loan may not exceed 80% of the sales price of the presold home;
 - (b) The individual purchaser has made a substantial "earnest money deposit" of no less than 3% of the sales price of the home that must be subject to forfeiture by the individual purchaser, even if the contract is terminated pursuant to some condition in the sales contract itself;
 - (c) The earnest money deposit must be held in escrow by the institution financing the builder; and the escrow agreement must provide that in the event of default the escrow funds must be used to first compensate the institution for its losses, incurred pursuant to the termination of the sales contract, with the remainder of the funds to be turned over to the builder to be used in accordance with the terms of the sales contract;
 - (d) If the individual purchaser terminates the contract or if the loan fails to satisfy any other criterion under this section, the institution must immediately recategorize the loan at the 100% risk weight and must accurately report the loan in the institution's next quarterly Call Report;
 - (e) The individual purchaser must intend that the home will be owner-occupied;
 - (f) The loan is made by the institution in accordance with prudent underwriting standards;
 - (g) The loan is not more than 90 days past due, or on nonaccrual or restructured; and
 - (h) The purchaser is an individual(s) and not a partnership, joint venture, trust corporation, or any other entity (including an entity acting as a sole proprietorship) that is purchasing one or more of the homes for speculative purposes.
- d. One hundred percent risk weight. All other assets not specified above, including, but not limited to:
- (1) Claims on or guaranteed by depository institutions incorporated in a non-OECD country, as well as claims on the central bank of a non-OECD country, with a residual maturity exceeding one year.
 - (2) All non-local currency claims on non-OECD central governments, as well as local currency claims on non-OECD central governments that are not included in section D (1)(a)(5) of this Rule.
 - (3) Any classes of a mortgage-backed security that can absorb more than their pro rata share of the principal loss without the whole issue being in default, e.g., subordinated classes or residual interests, regardless of the issuer or guarantor.
 - (4) All stripped mortgage-backed securities, including interest only portions (IOs), principal only portions (POs) and other similar instruments, regardless of the issuer or guarantor.
 - (5) Obligations issued by any state or any political subdivision thereof for the benefit of a private

- party or enterprise where that party or enterprise, rather than the issuing state or political subdivision, is responsible for the timely payment of principal and interest on the obligation, e.g., industrial development bonds.
- (6) Claims on commercial enterprises owned by non-OECD and OECD central governments.
 - (7) Any investment in an unconsolidated subsidiary that is not required to be deducted from total capital pursuant to section (C)(3)(c) of this Rule.
 - (8) Instruments issued by depository institutions incorporated in OECD and non-OECD countries that qualify as capital of the issuer.
 - (9) Investments in fixed assets, premises, and other real estate owned.
2. Off-Balance Sheet Activities. The risk weight assigned to an off-balance sheet activity is determined by a two-step process. First, the face amount of the off-balance sheet item is multiplied by the appropriate credit conversion factor specified in this section. This calculation translates the face amount of an off-balance sheet item into an on-balance sheet credit equivalent amount. Second, the resulting credit equivalent amount is then assigned to the proper risk category using the criteria regarding obligors, guarantors and collateral listed in section D (1) of this Rule; however, collateral and guarantees are applied to the face amount of an off-balance sheet item, not the credit equivalent amount of such an item. The following are the credit conversion factors and the off-balance sheet items to which they apply.
- a. One hundred percent credit conversion factor.
- (1) Direct credit substitutes, including financial guarantee-type standby letters of credit that support financial claims on the account party. For purposes of this section, a "financial guarantee-type standby letter of credit" is any letter of credit, or similar arrangement, however named or described, which represents an irrevocable obligation to the beneficiary on the part of the issuer (1) to repay money borrowed by or advanced to or for the account of the account party or (2) to make payment on account of any indebtedness undertaken by the account party, in the event that the account party fails to fulfill its obligation to the beneficiary. The face amount of a direct credit substitute is netted against the amount of any participations sold in that item. The amount not sold is converted to an on-balance sheet credit equivalent and assigned to the proper risk category using the criteria regarding obligors, guarantors and collateral listed in section D (1) of this Rule. Participations are treated as follows:
 - (a) If the originating institution remains liable to the beneficiary for the full amount of the standby letter of credit, in the event the participant fails to perform under its participation agreement, the amount of participations sold are converted to an on-balance sheet credit equivalent using a credit conversion factor of 100%, with that amount then being assigned to the risk category appropriate for the purchaser of the participation.
 - (b) If the participations are such that each participant is responsible only for its prorata share of the risk, and there is no recourse to the originating institution, the full amount of the participations sold is excluded from the originating institution's risk-weighted assets.

- (2) Risk participations purchased in bankers' acceptances and participations purchased in direct credit substitutes.
- (3) Assets sold under an agreement to repurchase and assets sold with recourse, to the extent that these assets are not reported on an institution's statement of condition (this includes loan strips sold without direct recourse, where the maturity of the participation is shorter than the maturity of the underlying loan).

For risk-based capital purposes, the definition of the sale of assets with recourse, including one-to-four family residential mortgages, is generally the same as the definition contained in the Instructions for the Preparation of the Consolidated Reports of Condition and Income (the Call Report). Assets which are sold in transactions in which the institution retains risk in a manner which constitutes recourse under the Call Report instructions, but which are not reported on the institution's statement of condition, are included in this section, even though the Call Report allows such transfers to be reported as sales. However, mortgage loans sold in transactions in which the institution retains only an insignificant amount of risk and makes concurrent provision for that risk will not be considered assets sold with recourse. In order to qualify, such transactions must meet three conditions:

- (a) The institution has not retained more than a minimal risk of loss;
 - (b) The maximum amount of exposure to loss which the institution has retained is equal to or less than the amount of probable loss that the institution has reasonably estimated that it will incur on the transferred mortgages; and
 - (c) The institution has created a liability account or other special reserve in an amount equal to its maximum exposure. The amount of this reserve may not be included in capital for the purpose of determining compliance with either the risk-based capital requirement or the leverage ratio; nor may it be included in the allowance for loan and lease losses.
- (4) Contingent obligations with a certain draw down, e.g., legally binding agreements to purchase assets at a specified future date; and
 - (5) Indemnification of customers whose securities the institution has lent as agent. If the customer is not indemnified against loss by the institution, the transaction is excluded from the risk-based capital calculation. When an institution lends its own securities, the transaction is treated as a loan. When an institution lends its own securities or, acting as agent, agrees to indemnify a customer, the transaction is assigned to the risk weight appropriate to the obligor or collateral that is delivered to the lending or indemnifying institution or to an independent custodian acting on their behalf.

b. Fifty percent credit conversion factor.

- (1) Transaction-related contingencies including, among other things, performance bonds and performance-based standby letters of credit related to a particular transaction. A "performance-based standby letter of credit" is any letter of credit, or similar arrangement, however named or described, which represents an irrevocable obligation to the beneficiary on the part of the

- issuer to make payment on account of any default by the account party in the performance of a nonfinancial or commercial obligation. Participations in performance-based standby letters of credit are treated in accordance with the provisions of section D (2) (a) (1) (a) & (b) of this Rule. Financial guarantee-type standby letters of credit are defined in section D (2) (a) (1) of this rule. To the extent permitted by law or regulation, performance-based standby letters of credit include such things as arrangements backing subcontractors' and suppliers' performance, labor and materials contracts, and construction bids.
- (2) Unused portion of commitments, including home equity lines of credit, with an original maturity exceeding one year. Participations in commitments are treated in accordance with the provisions of section D (2) (a) (1) (a) & (b) of this Rule. Until December 31, 1992, institutions will be permitted to use remaining maturity in determining the appropriate credit conversion factor for the unused portion of loan commitments.
 - (3) Revolving underwriting facilities, note issuance facilities, and similar arrangements pursuant to which the institution's customer can issue short-term debt obligations in its own name, but for which the institution has a legally binding commitment to either:
 - (a) Purchase the obligations the customer is unable to sell by a stated date; or
 - (b) Advance funds to its customer, if the obligations cannot be sold.
- c. Twenty percent credit conversion factor.
- (1) Trade-related contingencies. These are short-term self-liquidating instruments used to finance the movement of goods and are collateralized by the underlying shipment. A commercial letter of credit is an example of such an instrument.
- d. Zero percent credit conversion factor.
- (1) Unused commitments with an original maturity of one year or less.
 - (2) Unused commitments with an original maturity of greater than one year, if they are unconditionally cancelable at any time at the option of the institution and the institution has the contractual right to make, and in fact does make, either:
 - (a) A separate credit decision based upon the borrower's current financial condition, before each drawing under the lending facility, or
 - (b) An annual (or more frequent) credit review based upon the borrower's current financial condition to determine whether or not the lending facility should be continued.
- NOTE: In the case of home equity lines of credit, the institution is deemed able to unconditionally cancel the commitment if it can, at its option, prohibit additional extensions of credit, reduce the credit line and terminate the commitment to the full extent permitted by relevant Federal law.
- (3) The unused portion of retail credit card lines or other related plans that are unconditionally cancelable by the institution in accordance with applicable law.
- e. Interest rate and the exchange rate contracts. The credit equivalent amount of such contracts is the sum of two measures of credit exposure--current and potential credit exposure.
- (1) Current credit exposure--The replacement cost of the contract reflects the current credit exposure,

and is measured in U.S. dollars, regardless of the currency specified in the contract. An institution may net multiple contracts with a single counterparty only if those contracts are subject to novation.

- (2) Potential credit exposure--To complete the calculation of the on-balance sheet credit equivalent amount of a contract, an estimate of the potential increase in credit exposure over the remaining life of the contract is added on (the "add on") to the contract's current credit exposure, including contracts with no current credit exposure. The add-on is calculated by multiplying the notional principal amount of the contract by one of the following credit conversion factors, as appropriate:

(a) Interest rate contracts--

- (i) Zero percent, if the contract has a remaining maturity of one year or less, and
- (ii) 0.5%, for contracts with a remaining maturity greater than one year.

(b) Exchange rate contracts--

- (i) 1.0%, if the contract has a remaining maturity of one year or less, and
- (ii) 5.0%, for contracts with a remaining maturity greater than one year.

- (3) Risk weighting--The credit equivalent amount, which is derived from section D (2)(e)(1) & (2) of this Rule is then assigned to the proper risk category using the criteria regarding obligors, guarantors, and collateral listed in section D (1) of this Rule. However, the maximum risk weight assigned to the credit equivalent amount of an interest rate or exchange rate contract is 50%.

NOTE: Interest rate and exchange rate contracts are an exception to the general rule of applying collateral and guarantees to the face value of off-balance sheet items. The sufficiency of collateral and guarantees is determined on the basis of the credit equivalent amount of interest rate and exchange rate contracts.

- (4) Exceptions--The following contracts are not subject to the above calculation and, therefore, are not considered part of the denominator of an institution's risk-based capital ratio:

- (a) Exchange rate contracts with an original maturity of 14 calendar days or less; and
- (b) Any interest rate or exchange rate contract that is traded on an exchange requiring the daily payment of any variations in the market value of the contract.

E. Implementation, Transition Rules, and Target Ratios.

- 1. June 30, 1991, to December 30, 1992. During this time period:
 - a. All institutions are expected to maintain a minimum ratio of total capital (after deductions) to risk-weighted assets of 7.25%.
 - (1) Fifty percent of this 7.25% must be made up of Tier 1 capital; however, up to 10% of Tier 1 capital can be comprised of Tier 2 capital elements, before any deductions for goodwill. The amount of Tier 2 elements included in Tier 1 will not be subject to the sublimits on the amount of such elements in Tier 2 capital, with the exception of the allowance for loan and lease losses.
 - (2) Goodwill that institutions have been allowed to count as capital is grandfathered until December 31, 1992, but will be deducted from Tier 1 capital after that date.

- b. The allowance for loan and lease losses can be included in total capital up to a maximum of 1.5% of an institution's risk-weighted assets, including the portion that can be borrowed to make up Tier 1.
 - c. Tier 2 capital elements that are not used as part of Tier 1 capital will qualify as part of an institution's total capital base up to a maximum of 100% of the institution's Tier 1 capital.
 - d. In addition to the standards established by these risk-based capital guidelines, all institutions must maintain a minimum capital-to-total asset ratio in accordance with the provisions of CB101.51.
2. On December 31, 1992.
- a. All institutions are expected to maintain a minimum ratio of total capital (after deductions) to risk-weighted assets of 8.0%.
 - b. Tier 2 capital elements qualify as part of an institution's total capital base up to a maximum of 100% of that institution's Tier 1 capital.
 - c. In addition to the standards established by these risk-based capital guidelines, all institutions must maintain a minimum capital-to-total asset ratio in accordance with the provision of CB101.51.

APPENDIX A Summary Definitions Relating to Risk-Based Capital.

TABLE 1 - SUMMARY OF RISK WEIGHTS AND RISK CATEGORIES

Category 1: Zero Percent

- 1. Cash (domestic and foreign).
- 2. Balances due from, and claims on, Federal Reserve Banks and central banks in other OECD countries.
- 3. Claims on, or unconditionally guaranteed by, the U.S. Government or its agencies, or other OECD central governments. For the purpose of calculating the risk-based capital ratio, a U.S. Government agency is defined as an instrumentality of the U.S. Government whose obligations are fully and explicitly guaranteed as to the timely repayment of principal and interest by the full faith and credit of the U.S. Government.
- 4. Local currency claims on non-OECD central governments and central banks, to the extent the institution has local currency liabilities in that country.
- 5. Gold bullion held in the institution's own vaults or in another institution's vaults on an allocated basis, to the extent it is backed by gold bullion liabilities.
- 6. Federal Reserve Bank stock.

Category 2: 20 Percent

- 1. Portions of loans and other assets collateralized by securities issued or guaranteed by the U.S. Government or its agencies, or other OECD central governments. The degree of collateralization is determined by current market value.
- 2. Portions of loans and other assets conditionally guaranteed by the U.S. Government or its agencies, or other OECD central governments.
- 3. Portions of loans and other assets collateralized by cash on deposit in the lending institution.
- 4. All claims (long- and short-term) on, or guaranteed by, OECD depository institutions.
- 5. Claims on, or guaranteed by, non-OECD depository institutions, including central banks, with a residual maturity of one year or less.
- 6. Cash items in the process of collection.
- 7. Securities and other claims on, or guaranteed by, U.S. Government-sponsored agencies. For the purpose of calculating the risk-based capital ratio, a U.S. Government-sponsored agency is defined as an agency originally established or chartered to serve public purposes specified by the U.S. Congress but whose obligations are not explicitly guaranteed by the full faith and credit of the U.S. Government.

8. Portions of loans and other assets collateralized by securities issued by, or guaranteed by U.S. Government-sponsored agencies. The degree of collateralization is determined by current market value.
9. Claims that represent general obligations of, and portions of claims guaranteed by, public-sector entities in OECD countries, below the level of central government.
10. Claims on or guaranteed by official multilateral lending institutions or regional development institutions in which the U.S. Government is a shareholder or a contributing member.
11. Portions of loans and other assets collateralized with securities issued by official multilateral lending institutions or regional development institutions in which the U.S. Government is a shareholder or a contributing member.

Category 3: 50 Percent

1. Revenue bonds or similar obligations, including loans and leases, that are obligations of public sector entities in OECD countries, but for which the government entity is committed to repay the debt only out of revenues from the facilities financed.
2. Credit equivalent amounts of interest rate and exchange rate related contracts, except for those assigned to a lower risk category.
3. Assets secured by a first mortgage on a one-to-four family residential property that are not more than 90 days past due, on nonaccrual or restructured.
4. Loans to residential real estate builders for one-to-four family residential property construction that have been presold pursuant to legally binding written sales contract.

Category 4: 100 Percent

1. All other claims on private obligors.
2. Claims on non-OECD financial institutions with a residual maturity exceeding one year. Claims on non-OECD central banks with a residual maturity exceeding one year are included in this category unless they qualify for item 4 of Category 1.
3. Claims on non-OECD central governments that are not included in item 4 of Category 1.
4. Obligations issued by state or local governments (including industrial development authorities and similar entities) repayable solely by a private party or enterprise.
5. Premises, plant, and equipment; other fixed assets; and other real estate owned.
6. Investments in unconsolidated subsidiaries, joint ventures, or associated companies (unless deducted from capital).
7. Capital instruments issued by other banking organizations.
8. All other assets (including claims on commercial firms owned by the public sector).

APPENDIX A TABLE 2 - CREDIT CONVERSION FACTORS FOR OFF-BALANCE SHEET ITEMS

100 Percent Conversion Factor

1. Direct credit substitutes (general guarantees of indebtedness and guarantee-type instruments, including standby letters of credit serving as financial guarantees for, or supporting, loans and securities).
2. Risk participations in bankers acceptances and participations in direct credit substitutes (e.g., standby letters of credit).
3. Sale and repurchase agreements and asset sales with recourse, if not already included on the balance sheet.
4. Forward agreements (i.e., contractual obligations) to purchase assets, including financing facilities with certain draw down.

50 Percent Conversion Factor

1. Transaction-related contingencies (e.g., bid bonds, performance bonds, warranties, and standby letters of credit related to particular transactions).
2. Unused commitments with an original maturity exceeding one year.
3. Revolving underwriting facilities (RUFs), note issuance facilities (NIFs) and other similar arrangements.

20 Percent Conversion Factor

1. Short-term, self-liquidating trade-related contingencies, including commercial letters of credit.

Zero Percent Conversion Factor

1. Unused commitments with an original maturity of one year or less.
2. Unused commitments which are unconditionally cancelable at any time, regardless of maturity.

APPENDIX A TABLE 3 - TREATMENT OF INTEREST RATE AND EXCHANGE RATE CONTRACTS

The Current Exposure Method (described below) is utilized to calculate the "credit equivalent amounts" of these instruments. These amounts are assigned a risk weight appropriate to the obligor or any collateral or guarantee. However, the maximum risk weight is limited to 50 percent. Multiple contracts with a single counterparty may be netted if those contracts are subject to novation.

Residual maturity	Interest rate contracts	Exchange rate contracts
One year and less.	Replacement Cost (RC).	RC + 1.0% of total national principal (NP).
Over one year.	RC + 0.5% of NP.	RC + 5.0% of NP.

The following instruments will be excluded:

1. Exchange rate contracts with an original maturity of 14 calendar days or less, and
2. Instruments traded on exchanges and subject to daily margin requirements.

APPENDIX A TABLE 4 - DEFINITION OF CAPITAL

Capital components are distributed between two categories (Tier 1 and Tier 2). Tier 2 capital elements will qualify as part of an institution's total capital base up to a maximum of 100% of that institution's Tier 1 capital. Beginning December 31, 1992, the minimum risk-based capital standard will be 8.0%.

Definition of Capital

Tier 1:

1. Common stockholders' equity;
2. Noncumulative perpetual preferred stock and any related surplus; and
3. Minority interests in the equity accounts of consolidated subsidiaries.

Tier 2:

1. Cumulative perpetual, long-term and convertible preferred stock, and any related surplus. The amount of long-term and intermediate-term preferred stock, as well as term subordinated debt that is eligible to be included as Tier 2

capital is reduced by 20% of the original amount of the instrument at the beginning of each of the last five years of the life of the instrument.

2. Perpetual debt and other hybrid debt/equity instruments.
3. Intermediate-term preferred stock and term subordinated debt (to a maximum of 50% of Tier 1 capital).
4. Loan loss reserves (to a maximum of 1.25% of risk-weighted assets).

Deductions from Capital:

From Tier 1:

1. Goodwill and other intangibles, with the exception of identified intangibles that satisfy the criteria included in the guidelines.

From Total Capital:

1. Investments in unconsolidated banking and finance subsidiaries;
2. Reciprocal holdings of capital instruments.

Transitional Definition

During a transition period beginning June 30, 1991, all institutions are expected to maintain a capital to risk-weighted asset ratio of 7.25%, of which at least 3.25 percentage points must consist of Tier 1 capital. In other words, during this period approximately 4 percentage points of the 7.25% capital ratio may consist of Tier 2 capital. Also during this period, the sublimit on loan loss reserves will be 1.5% of risk-weighted assets.

CB101.54 Branching Practices [11-25-101 et seq]

A. Approval of Branches Pursuant to C.R.S. 11-25-103(7)

For the purposes of C.R.S. 11-25-103(7), the first ten branch applications approved shall constitute the ten branches provided for in said statute which may be established prior to January 1, 1993.

B. Change in Location of a Branch

1. The Banking Board may take into consideration the following factors in determining whether to approve or to deny an application for change in location of a branch.
 - a. There are significant supervisory concerns with respect to the applicant or any affiliated institution; or,
 - b. The applicant's record of helping to meet the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with the safe and sound operation of an financial institution, is less than satisfactory; or,
 - c. Any financial or other business arrangement, direct or indirect, involving the principal office or branch and insiders (directors, officers, employees, and shareholders owning or controlling, directly or indirectly, ten percent or more of the outstanding voting stock thereof) involves terms and conditions more favorable to the insiders than would be available in a comparable transaction with unrelated parties.
2. The location of a branch can be changed as follows:
 - a. A financial institution, without Banking Board approval, may relocate a branch, other than a branch established pursuant to C.R.S. 11-25-103(7), not in excess of one-half mile from its approved location provided written notice is submitted to the Bank Commissioner at least thirty days prior to relocation. The notice must

include the new address of the branch and the effective date of the relocation.

- b. A financial institution desiring to relocate a branch more than one-half mile from the approved location or a branch established pursuant to C.R.S. 11-25-103(7) shall file an application with the Banking Board. The application shall be evaluated in the same manner as an application to establish a de novo branch. In the case of an application to change location of a branch established pursuant to C.R.S. 11-25-103(7), the application shall be evaluated in the same manner as the original application to establish the de novo branch. Branches established pursuant to C.R.S. 11-25-103(7), may not be moved out of the economically depressed area for which the branch was originally approved.

3. Application to change location of a branch shall be filed on the form provided by the Division of Banking.

C. Establishment of a De Novo Branch

1. The Banking Board may take into consideration the following factors in determining whether to approve or to deny an application for the establishment of any de novo branch, including a branch pursuant to C.R.S. 11-25-103(7).

- a. There are significant supervisory concerns with respect to the applicant or any affiliated organization;
- b. The applicant's record of helping to meet the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with the safe and sound operation of a financial institution, is less than satisfactory;
- c. Any financial or other business arrangement, direct or indirect, involving the principal office or branch and insiders (directors, officers, employees, and shareholders owning or controlling, directly or indirectly, ten percent or more of the outstanding voting stock thereof) involves terms and conditions more favorable to the insiders than would be available in a comparable transaction with unrelated parties; or,
- d. Any other applicable statutory provision under title 11 of the Colorado Revised Statutes.

2. Approval to establish and operate a de novo branch, other than a branch established pursuant to C.R.S. 11-25-103(7) will expire if the branch has not commenced business within eighteen months after the date of approval. Approval to establish and operate a de novo branch pursuant to C.R.S. 11-25-103(7) will expire if the branch has not commenced business within six months after the date of approval. Extensions to these periods generally are not granted; however, in the event of extraordinary circumstances, requests for an extension of not more than twelve months may be submitted.
3. Application to establish and operate a de novo branch shall be filed on the form provided by the Division of Banking.

D. Closing a Branch

Any financial institution that seeks to close a branch previously in operation shall notify the Banking Board in writing of its intention and its reasons for such action. Such notice shall be received by the Banking Board thirty days prior to the proposed closing. Such branch may be closed, unless the Banking Board or Bank Commissioner, within fifteen days of receipt of such notification, gives written notification of objections and the grounds therefore to the financial institution or requests additional information. If the Banking

Board or Bank Commissioner requests additional information, the above thirty day period shall commence running upon receipt of such additional information. The Banking Board may waive the thirty day notice period in writing.

E. Branch Hours of Operation

A financial institution shall notify the Bank Commissioner of the hours during which a branch will be open for business and any changes thereto on or before the effective date of the hours of operation.

F. Branch Records

Records of loans and deposits originating at a branch shall be made available to the Division of Banking staff at the principal office of the financial institution or such other central location as may be mutually agreed upon by the financial institution's management and the Bank Commissioner. A principal office is that office in this state which is designated as the principal office of the financial institution in its articles of incorporation and may also be known as a main office or a head office.

G. Reports of Loans and Flow of Capital

Reports required by C.R.S. 11-25-107 shall be completed and filed in the same manner as reports required by C.R.S. 11-7-112.

H. Notification of Conversion of an Affiliate or an Acquisition to a Branch

Notice of intent to convert an affiliate or an acquisition to a branch shall be filed on the form provided by the Division of Banking.

I. Meaning of Control and Controlling

For the purpose of C.R.S. 11-25-102(1) a financial institution shall be deemed to control an affiliate institution if the financial institution:

1. Directly or indirectly owns, controls, holds with power to vote, or holds proxies representing twenty-five percent or more of the outstanding voting stock thereof;
2. Controls in any manner the election of a majority of the directors thereof; or
3. Exercises a controlling influence over the management or policies thereof.

CB101.61 Appraisal of Other Real Estate [11-8-101(1)(d)(I)]

A. The initial appraisal of Other Real Estate (ORE) shall be performed by a registered, licensed, or certified appraiser as defined in C.R.S. 12-61-706. However, if the asset has a current book value of \$30,000 or less at the time the asset is classified as ORE, an analysis, evaluation, opinion, conclusion, notation, or compilation of data may be performed by an officer, director, or regular salaried employee of a financial institution who has not, directly or indirectly, participated in the lending transaction or by an officer, director, or regular salaried employee of its affiliate who has not, directly or indirectly, participated in the lending transaction.

B. Subsequent appraisals of an ORE asset with a book value of more than \$100,000 shall be performed by a licensed, or certified appraiser as defined in C.R.S. 12-61-706 according to the following schedule:

1. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "1" or "2" and a

total amount of ORE to Tier I capital as of the most recent Call Report of 50% or more shall obtain an appraisal of each parcel of ORE annually.

2. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "1" or "2" and a total amount of ORE to Tier I capital as of the most recent Call Report of less than 50% shall obtain an appraisal of any one parcel of ORE or related parcels of ORE which exceed 15% of Tier I capital at intervals not to exceed 24 months.
 3. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "3" and a total amount of ORE to Tier I capital as of the most recent Call Report of 25% or more shall obtain an appraisal of each parcel of ORE annually.
 4. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "3" and a total amount of ORE to Tier I capital as of the most recent Call Report of less than 25% shall obtain an appraisal of any one parcel of ORE or related parcels of ORE which exceed 15% of Tier I capital at intervals not to exceed 24 months.
 5. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "4" or "5" shall obtain an appraisal of each parcel of ORE annually.
 6. A financial institution which does not meet any of the above criteria is not required to obtain subsequent appraisals of an ORE asset under this section.
- C. Subsequent appraisals of an ORE asset initially valued at \$100,000 or less, but more than \$30,000, shall be performed by an independent appraiser or individual who conducts an analysis, evaluation, opinion, conclusion, notation, or compilation of data according to the following schedule:
1. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "1" or "2" and a total amount of ORE to Tier I capital as of the most recent Call Report of 50% or more shall obtain an appraisal of each parcel of ORE annually.
 2. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "1" or "2" and a total amount of ORE to Tier I capital as of the most recent Call Report of less than 50% shall obtain an appraisal of any one parcel of ORE or related parcels of ORE which exceed 15% of Tier I capital at intervals not to exceed 24 months.
 3. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "3" and a total amount of ORE to Tier I capital as of the most recent Call Report of 25% or more shall obtain an appraisal of each parcel of ORE annually.
 4. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "3" and a total amount of ORE to Tier I capital as of the most recent Call Report of less than 25% shall obtain an appraisal of any one parcel of ORE or related parcels of ORE which exceed 15% of Tier I capital at intervals not to exceed 24 months.
 5. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "4" or "5" shall obtain an appraisal of each parcel of ORE annually.
 6. A financial institution which does not meet any of the above criteria is not required to obtain subsequent appraisals of an ORE asset under this section.

- D. Subsequent appraisals of an ORE asset initially valued at \$30,000 or less shall be performed annually as an analysis, evaluation, opinion, conclusion, notation, or compilation of data performed by an officer, director, or regular salaried employee of a financial institution who has not, directly or indirectly, participated in the lending transaction or by an officer, director, or regular salaried employee of its affiliate who has not, directly or indirectly, participated in the lending transaction.
- E. Notwithstanding the above requirements for appraisals of ORE, the Colorado State Banking Board (Board), State Bank Commissioner (Commissioner), or any federal regulator may require, as provided by to C.R.S. 12-61-718(2), a financial institution to obtain an appraisal performed by a registered, licensed, or certified appraiser as defined in C.R.S. 12-61-706.
- F. Notwithstanding the above requirements for appraisals of ORE, it is incumbent upon management of a financial institution to obtain appraisals of ORE performed by a registered, licensed, or certified appraiser as defined in C.R.S. 12-61-706 if prudent banking practices indicate the need for such appraisals and to establish internal policies addressing prudent evaluation of ORE.
- G. Reference: C.R.S. 12-61-706 and C.R.S. 12-61-718(2) are laws enacted by the Legislature of the State of Colorado and administered by the Board of Real Estate Appraisers of the Colorado Department of Regulatory Agencies. This rule does not include amendments to or editions of the referenced material later than July 30, 1993. For more detailed information pertaining to these provisions, please contact the secretary for the State Banking Board at 1560 Broadway, Suite 1175, Denver, Colorado 80202, (303) 894-7575.

COMPARATIVE ABSTRACT

Showing Condition of Commercial Banks in the State of Colorado at the
Close of Business on the Dates Indicated as Compiled by
the Office of the State Bank Commissioner

000 omitted

ASSETS	156 BANKS 12-31-93	% TO TOTAL	157 BANKS 12-31-92	INCREASE (+) DECREASE (-)	% CHANGE
CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS	508,416	6.6	476,352	32,064	6.7
SECURITIES	2,348,672	30.4	1,998,324	350,348	17.5
FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL	562,169	7.3	512,306	49,863	9.7
LOANS AND LEASE FINANCING RECEIVABLES	4,041,388	52.3	3,082,240	959,148	31.1
LESS ALLOWANCE FOR LOAN AND LEASE LOSSES	66,523	0.9	54,342	12,181	22.4
LOANS AND LEASES, NET	3,974,865	51.4	3,027,898	946,967	31.3
ASSETS HELD IN TRADING ACCOUNTS	203	0.0	308	(105)	-34.1
PREMISES AND FIXED ASSETS	167,761	2.2	130,451	37,310	28.6
OTHER REAL ESTATE OWNED	31,495	0.4	58,735	(27,240)	-46.4
INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES	3,052	0.0	3,684	(632)	-17.2
CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING	638	0.0	670	(32)	-4.8
INTANGIBLE ASSETS	12,955	0.2	4,356	8,599	197.4
OTHER ASSETS	116,608	1.5	99,899	16,709	16.7
LOSSES DEFERRED	1,453	0.0	2,187	(734)	-33.6
TOTAL ASSETS	7,728,287	100.0	6,315,170	1,413,117	22.4
LIABILITIES					
DEPOSITS - DOMESTIC OFFICES	6,887,642	89.1	5,646,424	1,241,218	22.0
- NONINTEREST BEARING	1,700,413	22.0	1,361,063	339,350	25.0
- INTEREST BEARING	5,187,229	67.1	4,285,361	901,868	21.1
FED FUNDS PURCHASED AND SECURITIES SOLD UNDER AGREEMENTS-	88,342	1.2	58,056	286	.5
DEMAND NOTES/U.S. TREASURY	1,870	0.0	1,955	(85)	-4.3
OTHER BORROWED MONEY	74,219	1.0	56,717	17,502	30.9
MORTGAGE INDEBTEDNESS	3,231	0.0	2,682	549	20.5
BANKS LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING	638	0.0	670	(32)	-4.8
NOTES AND DEBENTURES	1,500	0.0	610	890	145.9
OTHER LIABILITIES	39,695	0.6	34,999	4,696	13.4
TOTAL LIABILITIES	7,097,137	91.9	5,802,113	1,295,024	22.3
LIMITED LIFE PREFERRED STOCK	0	0.0	0	0	0.0
EQUITY CAPITAL					
PERPETUAL PREFERRED STOCK	4,170	0.0	3,200	970	30.3
COMMON STOCK	113,656	1.5	105,553	8,103	7.7
SURPLUS	211,425	2.7	168,443	42,982	25.5
UNDIVIDED PROFITS/CAPITAL RESERVES	297,677	3.9	233,726	63,951	27.4
LESS UNREALIZED LOSS MKT EQTY SEC	(2,769)	(0.0)	52	(2,717)	-5225
TOTAL EQUITY CAPITAL	629,697	8.1	510,870	118,827	23.3
LOSSES DEFERRED	1,453	0.0	2,187	(734)	33.6
TOTAL LIABILITIES AND EQUITY CAPITAL	7,728,287	100.0	6,315,170	1,413,117	22.4

OFFICERS:

ROBERT J. BROZOVICH, PRESIDENT/CEO; ROBERT W. GRAF, SECRETARY;
 LARRY A. MIZEL, CHAIRMAN OF THE BOARD

DIRECTORS:

LARRY A. MIZEL, RAYMOND T. BAKER, ROBERT J. BROZOVICH, MICHAEL A. FEINER
 ROBERT W. GRAF, HAROLD GUZOFKY, GARY KLEARMAN, DONALT P. SHWAYDER

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,893
B. INTEREST-BEARING BALANCES.....	195
2. SECURITIES.....	18,202
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	270
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	11,179
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	147
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	11,032
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	789
7. OTHER REAL ESTATE OWNED.....	537
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	375
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	33,293
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)...	33,293

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	29,016
(1) NONINTEREST-BEARING.....	8,405
(2) INTEREST-BEARING.....	20,611
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	176
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	29,192
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	400
25. SURPLUS.....	700
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,772
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	229-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	4,101
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	4,101
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	33,293

OFFICERS:

J. ROBERT YOUNG, CHAIRMAN OF THE BOARD; STEPHEN BRIGGS, PRESIDENT

DIRECTORS:

J. ROBERT YOUNG, STEPHEN BRIGGS, WILLIAM B. VOLLBRACHT, RODNEY E. SLIFER
JACK E. EDGINGTON, PETER N. GUY, WALLACE A. E. OEBEQUE,
ERNEST GIANINETTI, ROBERT DOWNS, DAVE SCRUBY

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,377
B. INTEREST-BEARING BALANCES.....	6
2. SECURITIES.....	5,855
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	654
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	43,328
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	544
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	42,784
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	4,265
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,149
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	57,090
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	57,090

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	53,045
(1) NONINTEREST-BEARING.....	19,195
(2) INTEREST-BEARING.....	33,850
14. FED FUNDS PURCHASED/SECURITIES SOLO UNOER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNOS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWEO MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	250
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	53,295
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPTIAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	300
25. SURPLUS.....	1,755
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,740
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,795
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,795
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	57,090

OFFICERS:

MORTON HELLER, CHAIRMAN OF THE BOARD; CHARLES ISRAEL, PRESIDENT;
THOMAS GRIFFITHS, EXECUTIVE VICE PRESIDENT;
AMY GILBERTSON, VICE PRESIDENT/CASHIER

DIRECTORS:

ROBERT ODEN, THOMAS CLARK, CAROL ANN KOPF

DECEMBER 31, 1993
ASSETS:

DOD OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,802
B. INTEREST-BEARING BALANCES.....	141
2. SECURITIES.....	23,833
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	14,300
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	103,548
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,331
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	102,217
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,689
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,691
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	146,673
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	146,673

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	127,454
(1) NONINTEREST-BEARING.....	24,450
(2) INTEREST-BEARING.....	103,004
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	5,164
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	2,900
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	395
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	135,913
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	650
25. SURPLUS.....	1,749
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	8,363
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	2
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	10,760
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	10,760
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	146,673

OFFICERS:

JAMES C. LEWIEN, PRESIDENT/CHIEF EXECUTIVE OFFICER;
 CAROL A. HARDY, SR. VICE PRESIDENT; MARTIN PERLMAN, VICE PRESIDENT

DIRECTORS:

JOSEPH D. FREUND, JAMES C. LEWIEN, LESTER D. PEDICORD, DWIGHT C. RIDER,
 JAMES W. WALTERS

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,813
B. INTEREST-BEARING BALANCES.....	100
2. SECURITIES.....	25,310
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,760
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	17,646
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	389
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	17,257
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	307
7. OTHER REAL ESTATE OWNED.....	1,076
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	504
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	50,127
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	50,127

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	45,578
(1) NONINTEREST-BEARING.....	14,732
(2) INTEREST-BEARING.....	30,846
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	B2
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	45,660
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	1,633
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,334
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	4,467
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	4,467
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	50,127

OFFICERS:

RICHARD JORGENSEN, PRESIDENT/CHIEF EXECUTIVE OFFICER;
 RICHARD L. MCGILVER, SR. VICE PRESIDENT; MICHAEL FAULKNER,
 SR. VICE PRESIDENT; ROBERT W. GRAF, SECRETARY;
 LARRY A. MIZEL, CHAIRMAN OF THE BOARD

DIRECTORS:

LARRY A. MIZEL, RAYMOND T. BAKER, MICHAEL A. FEINER, ROBERT W. GRAF,
 HAROLD GUZOFSKY, WILLIAM B. KEMPER, GARY KLEARMAN, RICHARD JORGENSEN

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,441
B. INTEREST-BEARING BALANCES.....	195
2. SECURITIES.....	14,009
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	19,409
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	263
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	19,146
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,137
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	46
11. OTHER ASSETS.....	410
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	36,384
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	36,384

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	29,937
(1) NONINTEREST-BEARING.....	7,996
(2) INTEREST-BEARING.....	21,941
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	2,331
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	109
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	32,377
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	600
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,738
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	169-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	4,007
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	4,007
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	36,384

OFFICERS:

RICK E. VANDYKE, PRESIDENT/CEO; ROBERT W. GRAF, SECRETARY;
LARRY A. MIZEL, CHAIRMAN OF THE BOARD

DIRECTORS:

LARRY A. MIZEL, RAYMOND T. BAKER, MICHAEL A. FEINER, ROBERT W. GRAF,
HAROLD GUZOFISKY, GARY KLEARMAN, RICK E. VANDYKE

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	762
B. INTEREST-BEARING BALANCES.....	195
2. SECURITIES.....	12,849
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,430
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	6,600
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	82
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	6,518
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	873
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	135
11. OTHER ASSETS.....	231
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	22,993
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..<	22,993

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	20,093
(1) NONINTEREST-BEARING.....	3,375
(2) INTEREST-BEARING.....	16,718
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	166
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	20,259
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	1,188
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	858
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	188-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,734
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,734
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	22,993

OFFICERS:

H. J. COLL, JR., PRESIDENT/CEO;
 ROBERT W. GRAF, SECRETARY; LARRY A. MIZEL, CHAIRMAN OF THE BOARD

DIRECTORS:

H. J. COLL, JR., LARRY A. MIZEL, RAYMOND T. BAKER, MICHAEL A. FEINER,
 ROBERT W. GRAFF, HAROLD GUZOFKY, WILLIAM B. KEMPER, GARY KLEARMAN,
 DONALD L. KORTZ

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,878
B. INTEREST-BEARING BALANCES.....	195
2. SECURITIES.....	12,994
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	14,415
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	151
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	14,264
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	301
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	345
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	29,977
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	29,977

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	26,701
(1) NONINTEREST-BEARING.....	8,952
(2) INTEREST-BEARING.....	17,749
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	574
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	61
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	27,336
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	506
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,468
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	167-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,641
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	2,641
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	29,977

OFFICERS:

DON ECHTERMEYER, PRESIDENT; ROBERT R. MIDCAP, EXECUTIVE VICE PRESIDENT

DIRECTORS:

DON ECHTERMEYER, ROBERT R. MIDCAP, GEORGE L. STRIKE, STEVEN RIDER,
RONALD CHISM, CHESTER JEWELL

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,640
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	17,920
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	175
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	17,594
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	198
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	17,396
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,385
7. OTHER REAL ESTATE OWNED.....	286
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	405
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	40,207
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	40,207

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	36,854
(1) NONINTEREST-BEARING.....	9,339
(2) INTEREST-BEARING.....	27,515
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	343
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	37,197
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,000
25. SURPLUS.....	1,000
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,010
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,010
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,010
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	40,207

OFFICERS:

TERRY L. HALVERSON, PRESIDENT; WILLIAM H. PLUMMER, DARREL W. LATHROP,
CURTIS J. HARRIS, VICE PRESIDENTS

DIRECTORS:

WILLIAM P. JOHNSON, ROBERT S. APPEL, DENNIS E. BARRETT,
HARRY H. FRAMPTON, III, LARRY J. HAUSERMAN, R. KENT LANDMARK,
ROBERT L. MANNING, MARGARET A. REISHER, ROGER L. REISHER,
RALPH Z. SORENSON, JAMES A. SWANSON, J. R. THOMAS, GEORGE C. WILLIAMS,
TERRY L. HALVERSON

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	3,823
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	27,611
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,898
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	48,269
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	429
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	47,840
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	3,489
7. OTHER REAL ESTATE OWNED.....	65
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,123
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	86,849
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	86,849

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	80,817
(1) NONINTEREST-BEARING.....	30,616
(2) INTEREST-BEARING.....	50,201
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	379
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	241
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	81,437
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,200
25. SURPLUS.....	1,530
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,682
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	5,412
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	5,412
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	86,849

OFFICERS:

J. ROBERT YOUNG, CHAIRMAN OF THE BOARD; GLEN JAMMARON, PRESIDENT

DIRECTORS:

J. ROBERT YOUNG, GLEN JAMMARON, WILLIAM B. VOLLBRACHT, ERNEST GIANINETTI
PETER N. GUY, ROBERT F. DOWNS, JACK E. EDGINGTON, RODNEY E. SLIFER,
DAVE SCRUBY, WALLACE A. E. DEBEQUE

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,534
B. INTEREST-BEARING BALANCES.....	24
2. SECURITIES.....	4,901
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,836
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	22,871
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	293
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	22,578
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	865
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,534
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	35,272
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	35,272

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	32,805
(1) NONINTEREST-BEARING.....	7,749
(2) INTEREST-BEARING.....	25,056
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	204
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	33,009
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	800
25. SURPLUS.....	305
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,158
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,263
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,263
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	35,272

OFFICERS:

JAMES W. SOWER, PRESIDENT/CEO; DAN R. FORD, VICE PRESIDENT;
DARYL THIERER, CASHIER

DIRECTORS:

H. J. LEPLATT; JOE D. FORD, GLADE E. STOWELL, CECIL W. SOWER,
JAMES W. SOWER

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	999
B. INTEREST-BEARING BALANCES.....	199
2. SECURITIES.....	7,324
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	625
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	14,966
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	170
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	14,796
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	204
7. OTHER REAL ESTATE OWNED.....	70
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	267
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	24,484
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	24,484

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	22,022
(1) NONINTEREST-BEARING.....	3,438
(2) INTEREST-BEARING.....	18,584
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	150
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	22,172
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	150
25. SURPLUS.....	250
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,912
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,312
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,312
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	24,484

OFFICERS:

STEVEN K. BOSLEY, PRESIDENT; GARY B. ASHLEY, EXECUTIVE VICE PRESIDENT;
TERRY L. HANNUM, EXECUTIVE VICE PRESIDENT; JUDY L. MORRIS,
SR. VICE PRESIDENT; LANCE E. ENHOLM, WILLIAM W. REEF, VICE PRESIDENTS

DIRECTORS:

CARROLL SORELLE, MYRTLE TISONE, EARL MCLAUGHLIN, LARRY FREY,
RICHARD GEESAMAN, STEVEN K. BOSLEY

DECEMBER 31, 1993	000 OMITTED
ASSETS:	
1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	5,804
B. INTEREST-BEARING BALANCES.....	99
2. SECURITIES.....	26,289
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,690
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	48,411
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	2,057
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	46,354
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	4,923
7. OTHER REAL ESTATE OWNED.....	634
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	B,016
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	95,809
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	95,809
LIABILITIES:	
13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	82,176
(1) NONINTEREST-BEARING.....	29,991
(2) INTEREST-BEARING.....	52,185
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	2,363
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	226
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	1,783
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	86,548
22. LIMITED-LIFE PREFERRED STOCK.....	
EQUITY CAPITAL:	
23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,200
25. SURPLUS.....	2,400
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	5,661
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
26A. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	9,261
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	9,261
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	95,809

OFFICERS:

JOHN C. RUDOLPH, CHAIRMAN OF THE BOARD/PRESIDENT;
SUNNY LEE GILBERT, EXECUTIVE VICE PRESIDENT;
KAREN C. WOOLHISER, VICE PRESIDENT/CASHIER

DIRECTORS:

JOHN C. RUDOLPH, JOHN E. MOCK, JAMES L. ZIEGLER, DENNIS R. ROBINSON,
CARL R. VERTUCA, JR., GEORGE M. KARAKEHIAN, ALAN A. TERAN, JOHN A. TRACY

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	5,998
B. INTEREST-BEARING BALANCES.....	99
2. SECURITIES.....	3,338
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	12,300
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	24,927
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	437
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	24,490
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	560
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,081
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	47,866
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	47,866

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	45,052
(1) NONINTEREST-BEARING.....	23,323
(2) INTEREST-BEARING.....	21,729
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	120
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	45,172
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	700
25. SURPLUS.....	1,400
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	594
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,694
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,694
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	47,866

OFFICERS:

J. PATRICK MCDUFF, PRESIDENT; ALAN SWANSON, MYRNA K. GRASSMICK,
 ROBERTA WOLF, VICE PRESIDENTS

DIRECTORS:

J. PATRICK MCDUFF, ROBERT GREEBE, JAMES L. RUMSEY, RICHARD B. TUCKER,
 W. JAMES TOZER, JR.

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,448
B. INTEREST-BEARING BALANCES.....	12
2. SECURITIES.....	27,842
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,995
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	18,501
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	280
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	18,221
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	554
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	383
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	53,455
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	53,455

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	49,419
(1) NONINTEREST-BEARING.....	12,870
(2) INTEREST-BEARING.....	36,549
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	1,000
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	81
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	50,500
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	2,000
25. SURPLUS.....	307
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	648
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,955
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,955
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	53,455

OFFICERS:

JAMES J. O'DELL, PRESIDENT; JAMES D. MAKOWSKI, SR. VICE PRESIDENT;
 JULIE DIRRIM, CASHIER; JIM D. CLEMENT, J. ROGER MUCHOW,
 SR. VICE PRESIDENTS

DIRECTORS:

JAMES J. O'DELL, EUGENE ANDERSEN, MICHAEL BENNETT, SUSAN KLEVE,
 JAMES D. MAKOWSKI, JEANNE L. O'DELL, RICHARD O'DELL, GARY SOLIS

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	3,437
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	11,181
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,115
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	29,565
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	357
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	29,208
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,468
7. OTHER REAL ESTATE OWNED.....	175
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	654
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	47,238
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	47,238

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	44,021
(1) NONINTEREST-BEARING.....	10,775
(2) INTEREST-BEARING.....	33,246
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	194
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	44,215
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	961
25. SURPLUS.....	739
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,323
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,023
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,023
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	47,238

OFFICERS:

DAVID T. MANLEY, PRESIDENT

DIRECTORS:

DAVID T. MANLEY, DON ALAN THOMAS, JOHN CLAUS, ALLAN R. HALLOCK,
LAURA E. SKAER

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,446
B. INTEREST-BEARING BALANCES.....	95
2. SECURITIES.....	5,719
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:	
A. FEDERAL FUNDS SOLD.....	65D
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	B,289
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	108
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	8,181
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	325
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	404
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	16,820
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	16,820

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	15,508
(1) NONINTEREST-BEARING.....	5,297
(2) INTEREST-BEARING.....	10,211
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	60
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	15,568
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	292
25. SURPLUS.....	422
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	513
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	25-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,252
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,252
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	16,820

OFFICERS:

WILL SCHIPPERS, PRESIDENT; RICHARD E. JACKSON, EXECUTIVE VICE PRESIDENT;
 STEVEN R. DUPPS, VICE PRESIDENT/CASHIER; MARK A. JENSEN, VICE PRESIDENT;

DIRECTORS:

WARREN M. WATROUS, ROBERT C. GUNNON, KENNETH J. GARTON, ROBERT U. HANSEN
 FRANK M. JENSEN, ROBERT PETTEYS, WILL SCHIPPERS

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	928
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	10,759
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,900
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	10,331
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	225
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	10,106
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	215
7. OTHER REAL ESTATE OWNED.....	1,225
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	354
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	25,487
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	25,487

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	22,630
(1) NONINTEREST-BEARING.....	3,877
(2) INTEREST-BEARING.....	18,753
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	113
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	22,743
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	563
25. SURPLUS.....	1,000
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,181
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,744
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,744
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	25,487

OFFICERS:

LEWIS L. LOWE, PRESIDENT; ROBERT W. SCHUTTE, EXECUTIVE VICE PRESIDENT;
THOMAS D. MCMAHAN, SR. VICE PRESIDENT/CASHIER

DIRECTORS:

LEWIS L. LOWE, JOHN H. BURT, ROBERT GRAY, JERRY MOORE,
ROBERT A. FERRIS, JR.

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	921
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	6,648
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,245
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	8,365
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	103
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	8,262
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	300
7. OTHER REAL ESTATE OWNED.....	
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	163
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	17,539
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	17,539

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	16,148
(1) NONINTEREST-BEARING.....	4,903
(2) INTEREST-BEARING.....	11,245
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	32
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	16,180
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	500
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	359
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,359
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,359
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	17,539

OFFICERS:

JERRY L. GROSS, PRESIDENT; CHARLES W. BAKER, VICE PRESIDENT;
LEO VAN DITTIE, CHAIRMAN OF THE BOARD

DIRECTORS:

LEO VAN DITTIE, JAMES VAN DITTIE, KATHY VAN DITTIE,
WILLARD GROSS, JOHN C. PENNY, GENE PENNEY, JERRY L. GROSS,
CHARLES W. BAKER, LELAND L. REINECKER

DECEMBER 31, 1993

ODO OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,098
B. INTEREST-BEARING BALANCES.....	2DD
2. SECURITIES.....	18,933
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,050
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	11,511
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	151
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	11,360
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	284
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	565
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	35,490
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)...	35,490

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	32,58D
(1) NONINTEREST-BEARING.....	7,939
(2) INTEREST-BEARING.....	24,641
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	328
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	32,908
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	6DD
25. SURPLUS.....	7DD
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,282
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,582
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,582
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	35,490

OFFICERS:

MILTON L. MATHIS, PRESIDENT; JOHN R. KELLER, SR. VICE PRESIDENT;
 JOAN L. LAWSON, VICE PRESIDENT; RANDALL L. PIEPER, VICE PRESIDENT;
 PATTY D. WOODARD, CASHIER

DIRECTORS:

JOHN L. PIEPER, JOHN R. KELLER, JOAN L. LAWSON, MILTON L. MATHIS,
 DOROTHY A. PIEPER, RANDALL L. PIEPER

DECEMBER 31, 1993
 ASSETS: DDD OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,566
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	9,058
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	4,000
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	18,762
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	376
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	18,386
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	118
7. OTHER REAL ESTATE OWNED.....	158
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	439
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	33,725
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	33,725

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	30,407
(1) NONINTEREST-BEARING.....	5,192
(2) INTEREST-BEARING.....	25,215
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	39
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	248
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	30,694
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	200
25. SURPLUS.....	575
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,256
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,031
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,031
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	33,725

OFFICERS:

J. ROBERT YOUNG, CHAIRMAN OF THE BOARD;
JOE SCOFIELD, PRESIDENT

DIRECTORS:

J. ROBERT YOUNG, JOE SCOFIELD, WALLACE A. E. DEBEQUE, ERNEST GIANINETTI,
WILLIAM B. VOLLBRACHT, RODNEY E. SLIFER, PETER N. GUY, ROBERT F. DOWNS,
JACK E. EDGINGTON, DAVE SCRUBY

DECEMBER 31, 1993
ASSETS:

OOD OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,291
B. INTEREST-BEARING BALANCES.....	5
2. SECURITIES.....	11,579
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	27,225
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	342
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	26,883
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,025
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,4D1
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	43,1B4
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	43,1B4

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	40,121
(1) NONINTEREST-BEARING.....	8,410
(2) INTEREST-BEARING.....	31,711
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	240
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	230
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	4D,591
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	750
25. SURPLUS.....	375
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,468
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,593
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	2,593
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	43,1B4

OFFICERS:

THOMAS J. MILLER, PRESIDENT; MARSHA A. HARRISON, VICE PRESIDENT/CASHIER;
 PAUL F. ARVIDSON, VICE PRESIDENT

DIRECTORS:

THOMAS J. MILLER, PAUL F. ARVIDSON, DARRELL J. GUBBELS,
 MARSHA A. HARRISON, ROBERT W. KENNISH, LARRY D. MARTIN,
 DENNIS E. POTTENGER, ANDREW J. ROBINSON

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	795
B. INTEREST-BEARING BALANCES.....	197
2. SECURITIES.....	4,407
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	375
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	6,692
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	93
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	6,599
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	477
7. OTHER REAL ESTATE OWNED.....	229
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	436
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	13,515
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	13,515

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	12,472
(1) NONINTEREST-BEARING.....	2,212
(2) INTEREST-BEARING.....	10,260
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	105
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	12,577
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	100
25. SURPLUS.....	575
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	263
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	938
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	938
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	13,515

OFFICERS:

DONA W. SHERLOCK, EXECUTIVE VICE PRESIDENT/CASHIER;
THOMAS D. WAYMIRE, RICHARD E. TEMPLE, VICE PRESIDENTS

DIRECTORS:

PHILIP S. MILLER, WILLIS C. BUBOLTZ, CONA W. SHERLOCK

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	3,973
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	60,627
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	9,000
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	14,188
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	311
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	13,877
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	110
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,073
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	88,660
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	88,660

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	72,649
(1) NONINTEREST-BEARING.....	10,599
(2) INTEREST-BEARING.....	62,050
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	155
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	72,804
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	2,000
25. SURPLUS.....	4,000
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	9,856
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	15,856
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	15,856
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	88,660

OFFICERS:

RICHARD W. DUCIC, PRESIDENT; DONALD L. MITCHELL, SR. VICE PRESIDENT;
 JANET L. DUCIC, VICE PRESIDENT; E. LYNN PITTMAN, VICE PRESIDENT/CASHIER

DIRECTORS:

ROBERT E. MORRIS, C. BRUCE HOUDE, CHARLES D. RICHARDS, RICHARD W. DUCIC,
 JANET L. DUCIC

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,127
B. INTEREST-BEARING BALANCES.....	2,465
2. SECURITIES.....	3,487
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	15,700
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	107
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	15,593
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	821
7. OTHER REAL ESTATE OWNED.....	59
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	140
11. OTHER ASSETS.....	227
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	23,919
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	23,919

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	22,122
(1) NONINTEREST-BEARING.....	4,306
(2) INTEREST-BEARING.....	7,816
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	350
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	106
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	22,578
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	180
25. SURPLUS.....	747
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	414
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,341
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	1,341
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	23,919

OFFICERS:

V. L. WEED, PRESIDENT; J. R. WEED, EXECUTIVE VICE PRESIDENT;
NICK ARNHOLD, VICE PRESIDENT; BRETT LEGG, ASSISTANT VICE PRESIDENT;
VIVIAN PETERSEN, CASHIER

DIRECTORS:

V.L. WEED, J. R. WEED, DONNA M. RANCHER, VIVIAN PETERSEN,
RUSSELL S. SEXSON

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,576
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	15,221
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,035
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	30,395
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,274
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	29,121
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	225
7. OTHER REAL ESTATE OWNED.....	25
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	852
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	49,055
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)...	49,055

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	41,655
(1) NONINTEREST-BEARING.....	6,583
(2) INTEREST-BEARING.....	35,072
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	334
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	41,989
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	400
25. SURPLUS.....	1,500
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	5,142
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	24-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	7,066
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	7,066
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	49,055

OFFICERS:

J. ROBERT YOUNG, CHAIRMAN OF THE BOARD; NORM FRANKE, PRESIDENT

DIRECTORS:

J. ROBERT YOUNG, NORM FRANKE, WILLIAM B. VOLLBRACHT, RODNEY E. SLIFER,
JACK E. EDGINGTON, PETER N. GUY, WALLACE A. E. DEBEQUE,
ERNEST GIANINETTI, ROBERT DOWNS, DAVE SCRUBY

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	966
B. INTEREST-BEARING BALANCES.....	B
2. SECURITIES.....	1,919
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	514
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	11,112
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	125
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	10,987
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,074
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	387
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	15,855
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	15,855

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	14,425
(1) NONINTEREST-BEARING.....	3,711
(2) INTEREST-BEARING.....	10,714
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	94
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	14,519
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	550
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	286
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,336
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,336
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	15,855

OFFICERS:

MORRIS B. CHAMBERS, PRESIDENT;
KATHRYN CHAMBERS-MCAULIFFE, VICE PRESIDENT/SECRETARY;
MARY HAMBRIC, VICE PRESIDENT/CASHIER

DIRECTORS:

MORRIS B. CHAMBERS, CREIGHTON D. COOK, MORRIS L. GRABER,
KATHRYN CHAMBERS-MCAULIFFE, RAYMOND SIKES, WILLIAM A. WACHOB

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	847
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	2,194
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	550
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	4,075
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	64
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	4,011
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	127
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	92
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	7,821
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	7,821

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	7,294
(1) NONINTEREST-BEARING.....	1,526
(2) INTEREST-BEARING.....	5,768
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	9
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	7,303
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	258
25. SURPLUS.....	80
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	180
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	518
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	51B
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	7,821

OFFICERS:

GORDON E. PRICE, CHAIRMAN OF THE BOARD;
D. EDWARD SAUER, PRESIDENT/CEO;
JOHN L. WEBSTER, VICE PRESIDENT/CASHIER

DIRECTORS:

GORDON E. PRICE, BLAKEMORE MCCARTY, JUDITH E. PRICE, MARY E. ROSS,
D. EDWARD SAUER, JOHN L. WEBSTER

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,659
B. INTEREST-BEARING BALANCES.....	100
2. SECURITIES.....	13,718
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,910
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	10,036
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	140
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	9,896
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	241
7. OTHER REAL ESTATE OWNED.....	146
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	213
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	29,883
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	29,883

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	27,844
(1) NONINTEREST-BEARING.....	6,100
(2) INTEREST-BEARING.....	21,744
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	133
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	27,977
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	494
25. SURPLUS.....	249
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,163
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,906
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,906
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	29,883

OFFICERS:

TERRY W. DARBY, PRESIDENT; FRANK RANSBERGER, VICE PRESIDENT;

DIRECTORS:

JON P. COATES, PETER J. ABLANCZY, DAVID W. ARMSTRONG, TERRY W. DARBY,
RICHARD DUNCAN, SHEILA R. JOHNSON, DEAN E. KASPER, JAMES W. KING,
DAN E. LONG, TRAVIS N. TOWNSEND, M. KENT WINKER, NORMAN B. WOOD

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	4,910
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	4,190
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	7,236
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	17,061
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	453
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	16,608
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	471
7. OTHER REAL ESTATE OWNED.....	71
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	202
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	33,688
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	33,688

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	31,741
(1) NONINTEREST-BEARING.....	15,211
(2) INTEREST-BEARING.....	16,530
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	194
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	31,935
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	418
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	835
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,753
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	1,753
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	33,688

OFFICERS:

TERRY DARBY, EXECUTIVE VICE PRESIDENT; RICHARD DUNCAN, PRESIDENT

DIRECTORS:

JON P. COATES, PETER J. ABLANCZY, DAVID W. ARMSTRONG, TERRY W. DARBY,
RICHARD DUNCAN, SHEILA R. JOHNSON, DEAN E. KASPER, JAMES W. KING,
DAN E. LONG, TRAVIS N. TOWNSEND, M. KENT WINKER, NORMAN B. WOOD

DECEMBER 31, 1993		000 OMITTED
ASSETS:		
1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:		
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,386	
B. INTEREST-BEARING BALANCES.....		
2. SECURITIES.....	7,101	
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..		
A. FEDERAL FUNDS SOLD.....	8,800	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....		
4. LOANS AND LEASE FINANCING RECEIVABLES:		
A. TOTAL LOANS AND LEASES.....	17,583	
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	539	
C. LESS ALLOCATED TRANSFER RISK RESERVE.....		
D. NET LOANS AND LEASES.....	17,044	
5. ASSETS HELD IN TRADING ACCOUNTS.....		
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	923	
7. OTHER REAL ESTATE OWNED.....	377	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..		
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....		
10. INTANGIBLE ASSETS.....		
11. OTHER ASSETS.....	278	
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	36,909	
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....		
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	36,909	
LIABILITIES:		
13. DEPOSITS:		
A. IN DOMESTIC OFFICES.....	34,120	
(1) NONINTEREST-BEARING.....	7,634	
(2) INTEREST-BEARING.....	26,486	
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...		
A. FEDERAL FUNDS PURCHASED.....		
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....		
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....		
16. OTHER BORROWED MONEY.....		
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	21	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....		
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....		
20. OTHER LIABILITIES.....	103	
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	34,244	
22. LIMITED-LIFE PREFERRED STOCK.....		
EQUITY CAPITAL:		
23. PERPETUAL PREFERRED STOCK.....		
24. COMMON STOCK.....	250	
25. SURPLUS.....	1,400	
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,015	
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....		
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,665	
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....		
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	2,665	
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	36,909	

OFFICERS:

DON E. CHISMAR, CHIEF EXECUTIVE OFFICER/PRESIDENT;
 SCOTT E. HUGHES, VICE PRESIDENT/CASHIER

DIRECTORS:

RUSSELL M. WICKS, JR., DAVID J. MOORE, DON E. CHISMAR, SCOTT E. HUGHES

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,788
B. INTEREST-BEARING BALANCES.....	173
2. SECURITIES.....	4,678
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,300
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	17,470
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	207
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	17,263
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	115
7. OTHER REAL ESTATE OWNED.....	505
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	190
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	26,012
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	26,012

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	23,765
(1) NONINTEREST-BEARING.....	4,712
(2) INTEREST-BEARING.....	19,053
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	15
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	65
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	23,845
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	941
25. SURPLUS.....	528
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	698
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,167
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,167
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	26,012

OFFICERS:

JOHN G. JACKSON, PRESIDENT; CRAIG D. ENGELAGE, VICE PRESIDENT;
SUZANNE CLIFT, VICE PRESIDENT/CASHIER

DIRECTORS:

JOHN G. JACKSON, ROBERT A. CADIGAN, BERNARD F. CARTER, GARY MARKLE,
SCOTT E. PURSLEY

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,967
B. INTEREST-BEARING BALANCES.....	50
2. SECURITIES.....	13,728
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,000
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	19,698
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	254
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	19,444
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	46B
7. OTHER REAL ESTATE OWNED.....	20B
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	14
11. OTHER ASSETS.....	363
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	37,242
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	37,242

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	30,851
(1) NONINTEREST-BEARING.....	8,167
(2) INTEREST-BEARING.....	22,684
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	3,752
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	31B
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	34,921
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,025
25. SURPLUS.....	541
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	772
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	17
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,321
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,321
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	37,242

OFFICERS:

GARY D. WHITLOCK, PRESIDENT; GREG N. WALTERS, RICHARD E. JORGENSEN,
SR. VICE PRESIDENTS; ROGER P. BRUGGEMAN, NORMA N. PAINTER,
JOANN D. LAIRD, CHERYL A. MURPHY, VICE PRESIDENTS

DIRECTORS:

GARY D. WHITLOCK, GREG N. WALTERS, RICHARD E. JORGENSEN, JAMES G. DAVIS,
DUGALD A. MAGGREGOR

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	4,600
B. INTEREST-BEARING BALANCES.....	95
2. SECURITIES.....	11,064
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,300
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	9,258
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	238
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	9,020
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	328
7. OTHER REAL ESTATE OWNED.....	161
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	345
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	27,913
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	27,913

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	25,722
(1) NONINTEREST-BEARING.....	10,534
(2) INTEREST-BEARING.....	15,188
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	158
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	25,880
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	750
25. SURPLUS.....	750
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	533
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,033
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	2,033
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	27,913

OFFICERS:

JEFFREY A. LEVINE, PRESIDENT/CHIEF EXECUTIVE OFFICER;
ROBERT W. GRAF, SECRETARY; LARRY A. MIZEL, CHAIRMAN OF THE BOARD

DIRECTORS:

LARRY A. MIZEL, RAYMOND T. BAKER, MICHAEL A. FEINER, ROBERT W. GRAF,
HAROLD GUZOFSKY, GARY KLEARMAN, JEFFREY A. LEVINE

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,317
B. INTEREST-BEARING BALANCES.....	95
2. SECURITIES.....	19,119
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	4,970
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	11,748
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	234
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	11,514
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	716
7. OTHER REAL ESTATE OWNED.....	272
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	1,162
11. OTHER ASSETS.....	375
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	40,540
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	40,540

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	35,909
(1) NONINTEREST-BEARING.....	10,507
(2) INTEREST-BEARING.....	25,402
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	198
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	36,107
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	3,899
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	51
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	17
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	4,433
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	4,433
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	40,540

OFFICERS:

CHARLES M. SEARLE, PRESIDENT;
KIM K. (SLIM) MCWILLIAMS, EXECUTIVE VICE PRESIDENT;
BYRON E. MAYNES, VICE PRESIDENT/CASHIER

DIRECTORS:

CHARLES M. SEARLE, BELMEAR D. BROWN, ROBERT D. HELMS, KEENAN G. ETEL,
JAMES D. PORTER, ELIZABETH S. SEARLE

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,757
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	8,620
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,600
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	22,083
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	268
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	21,815
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	906
7. OTHER REAL ESTATE OWNED.....	1,297
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	519
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	37,514
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	37,514

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	34,709
(1) NONINTEREST-BEARING.....	7,490
(2) INTEREST-BEARING.....	27,219
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	412
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	35,121
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	750
25. SURPLUS.....	750
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	893
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
2B. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,393
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	2,393
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	37,514

OFFICERS:

GREGG D. JONES, PRESIDENT; MICHAEL DARVEAU, SR. VICE PRESIDENT;
 MARK TALBOTT, VICE PRESIDENT; KELLY FLORENDO, VICE PRESIDENT/CASHIER

DIRECTORS:

THOMAS GODING, GREGG D. JONES, MICHAEL DARVEAU, LYNN WHITEMAN,
 RANDY MORGAN

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,197
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	11,305
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	6,350
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	15,426
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	646
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	14,780
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	516
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	299
11. OTHER ASSETS.....	453
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	34,900
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	34,900

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	31,431
(1) NONINTEREST-BEARING.....	6,523
(2) INTEREST-BEARING.....	24,908
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	405
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	31,836
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	100
25. SURPLUS.....	400
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,564
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,064
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,064
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	34,900

OFFICERS:

THOMAS S. COX, PRESIDENT/CEO; H. CLIFTON GOSS, EXECUTIVE VICE PRESIDENT;
DARLENE HALAZON, VICE PRESIDENT/CASHIER

DIRECTORS:

PAUL P. PIPER JR., THOMAS S. COX, H. CLIFTON GOSS, ALANSON HEGEMAN,
GLEAVES M. LOVE, ALLEN E. COX, ERIC B. ROEMER, JAMES F. GEBHART,
RICHARD B. DOBBIN, KAY C. DRURY

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,431
B. INTEREST-BEARING BALANCES.....	100
2. SECURITIES.....	4,276
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,600
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	23,729
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	211
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	23,518
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,063
7. OTHER REAL ESTATE OWNED.....	81
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	528
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	35,597
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	35,597

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	33,112
(1) NONINTEREST-BEARING.....	10,809
(2) INTEREST-BEARING.....	22,303
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	162
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	33,274
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	250
25. SURPLUS.....	564
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,509
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,323
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,323
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	35,597

OFFICERS:

DONALD WOODS, PRESIDENT; HAROLD M. HERN, JR., EXECUTIVE VICE PRESIDENT;
PATTY S. BECKLEY, VICE PRESIDENT/CASHIER

DIRECTDRS:

DONALD WOODS, JOHN WOODS, R. W. JOHNSON, BONNIE MACKIN,
HAROLD M. HERN, JR., CLARK BECKER

DECEMBER 31, 1993 DDD OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,164
B. INTEREST-BEARING BALANCES.....	1DD
2. SECURITIES.....	3,324
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2DD
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	6,859
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	83
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	6,776
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	865
7. OTHER REAL ESTATE OWNED.....	117
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	111
11. OTHER ASSETS.....	99
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	12,756
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	12,756

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	11,352
(1) NONINTEREST-BEARING.....	2,92D
(2) INTEREST-BEARING.....	8,432
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	157
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 2D).....	11,5D9
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	12D
25. SURPLUS.....	973
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	154
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,247
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,247
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	12,756

OFFICERS:

TODD E. WRIGHT, PRESIDENT; FRANCIS M. STRAND, SR. VICE PRESIDENT;
DON E. HENSON, VICE PRESIDENT; DARREN DAVIES, VICE PRESIDENT/CASHIER

DIRECTORS:

VIVIAN ERIKSEN, LARRY MARTZ, TODD E. WRIGHT, DAVID G. COLVILLE,
ROCHELLE ERIKSEN

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,139
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	3,340
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,990
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	12,596
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	398
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	12,198
5. ASSETS HELD IN TRADING ACCOUNTS.....	203
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	400
7. OTHER REAL ESTATE OWNED.....	
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	420
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	21,690
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	21,690

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	19,373
(1) NONINTEREST-BEARING.....	5,954
(2) INTEREST-BEARING.....	13,419
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DERENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	226
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	19,599
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPTIAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	400
25. SURPLUS.....	425
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,266
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
2B. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,091
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,091
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	21,690

OFFICERS:

EUGENE H. ROCK, CHAIRMAN OF THE BOARD;
GEORGE F. ROCK, PRESIDENT

DIRECTORS:

EUGENE H. ROCK, GEORGE F. ROCK, ROBERT C. HAWLEY, JOHN J. HOULIHAN,
EARL R. LAWRENCE, H. HOWELL TAYLOR, JR., JOHN A. YELENICK

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	3,005
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	36,162
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	9,535
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	4B,311
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	594
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	47,717
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,231
7. OTHER REAL ESTATE OWNED.....	1,265
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,380
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	100,295
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	100,295

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	90,263
(1) NONINTEREST-BEARING.....	19,921
(2) INTEREST-BEARING.....	70,342
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	290
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	572
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	91,125
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	900
25. SURPLUS.....	2,100
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	6,170
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	9,170
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	9,170
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	100,295

OFFICERS:

ROGER R. REILING, PRESIDENT; WARREN H. KNOLL, SR. VICE PRESIDENT;
JAMES E. WILLIAMS, VICE PRESIDENT/CASHIER; LARRY F. PISACKA,
JAMES A. HAGERTY, JOHN F. STEINEGER, JOHN E. BATESON, VICE PRESIDENTS

DIRECTORS:

DAVID KIPPER, ROGER R. REILING, CAREY SALOMONSON, JAMES SOWER,
MICHAEL LIGGETT, LEWIS LOWE, PETER WALLER, DALE ROBERTS, ROBERT HAYS,
MIKE DALY, THOMAS COX, MARK NORWALK

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	21,570
B. INTEREST-BEARING BALANCES.....	102
2. SECURITIES.....	403
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	4,805
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	40,540
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	290
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	40,250
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	179
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	584
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	67,893
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	67,893

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	38,155
(1) NONINTEREST-BEARING.....	37,440
(2) INTEREST-BEARING.....	715
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	24,250
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	418
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	62,823
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	1,100
24. COMMON STOCK.....	953
25. SURPLUS.....	1,781
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,236
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	5,070
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	5,070
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	67,893

OFFICERS:

JON P. COATES, CHAIRMAN OF THE BOARD; SHEILA R. JOHNSON, PRESIDENT;
M. KENT WINKER, EXECUTIVE VICE PRESIDENT; JAMES W. KING,
GARY D. FEY, SR. VICE PRESIDENTS

DIRECTORS:

JON P. COATES, PETER J. ABLANCZY, TERRY W. DARBY, SHEILA R. JOHNSON,
JAMES W. KING, TRAVIS N. TOWNSEND, NORMAN B. WOOD, DAVID W. ARMSTRONG,
RICHARD DUNCAN, DEAN E. KASPER, DAN E. LONG, M. KENT WINKER

DECEMBER 31, 1993 OOD OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2D,360
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	45,391
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	41,400
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	144,7DD
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	2,486
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	142,214
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,242
7. OTHER REAL ESTATE OWNED.....	1,498
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,977
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	255,0B2
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	255,DB2

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	213,580
(1) NONINTEREST-BEARING.....	71,438
(2) INTEREST-BEARING.....	142,142
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	50
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	21,970
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	1,686
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	237,286
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	3,120
25. SURPLUS.....	5,114
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	9,562
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	17,796
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	17,796
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	255,DB2

OFFICERS:

WILLIAM D. EDWARDS, EXECUTIVE VICE PRESIDENT/ACTING CEO;
THERESA M. MARTINI, VICE PRESIDENT

DIRECTORS:

LOREN E. SWENSON, RAYMOND C. DELISLE, MICHAEL A. ZOELLNER

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	4,266
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	16,247
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:	
A. FEDERAL FUNDS SOLD.....	1,115
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	17,585
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	44B
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	17,137
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	807
7. OTHER REAL ESTATE OWNED.....	25
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	311
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	39,908
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	39,908

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	37,106
(1) NONINTEREST-BEARING.....	13,864
(2) INTEREST-BEARING.....	23,242
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	134
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	37,240
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	460
25. SURPLUS.....	1,400
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	80B
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,66B
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,66B
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	39,908

OFFICERS:

ELWOOD KULLGREN, CHAIRMAN OF THE BOARD; JOHN G. WILKINSON, PRESIDENT;
N.R. LOCKWOOD, EXECUTIVE VICE PRESIDENT; CECIL MCGLOTHLEN,
SR. VICE PRESIDENT/CASHIER; THOMAS J. GORDON, JAMES E. BENNETT,
JOHN E. LAWRENCE, SR., SR. VICE PRESIDENTS

DIRECTORS:

ELWOOD M. KULLGREN, J. W. ALLISON, JOHN WILLIAM ALLISON, JR.,
ROBERT E. BRYAN, GEORGE P. CAULKINS, JR., BRUCE L. EVANS,
THOMAS J. GORDON, N.R. LOCKWOOD, JOHN G. WILKINSON

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,457
B. INTEREST-BEARING BALANCES.....	3,378
2. SECURITIES.....	80,522
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	13,100
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	50,845
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	666
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	50,179
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	821
7. OTHER REAL ESTATE OWNED.....	121
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	2,902
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,894
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	155,374
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	155,374

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	134,423
(1) NONINTEREST-BEARING.....	34,274
(2) INTEREST-BEARING.....	100,149
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	1,366
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	755
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	136,544
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	2,000
25. SURPLUS.....	5,000
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	11,830
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	18,830
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	18,830
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	155,374

OFFICERS:

DAVID KIPPER, CHAIRMAN/CEO;
 GERALD GARTNER, PRESIDENT; DICK HEISLER, SR. VICE PRESIDENT/CASHIER

DIRECTORS:

D. KIPPER, G. L. GARTNER, D. HEISLER, A. SEIDEN, M. TROTSKY,
 R. DE WITT

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	4,425
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	2,626
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,470
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	19,610
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	219
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	19,391
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,883
7. OTHER REAL ESTATE OWNED.....	205
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	291
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	30,291
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	30,291

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	28,191
(1) NONINTEREST-BEARING.....	11,066
(2) INTEREST-BEARING.....	17,125
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	94
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	28,285
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	626
25. SURPLUS.....	626
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	721
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	33-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,006
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,006
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	30,291

OFFICERS:

RICHARD W. NEWMAN, PRESIDENT; DALE W. UTLEY, EXECUTIVE VICE PRESIDENT;
RICHARD M. KUNA, SR. VICE PRESIDENT

DIRECTORS:

FREDERICK M. HAYNES, DAVID BERSHOF, HERBERT MARUYAMA, RICHARD NEWMAN

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,103
B. INTEREST-BEARING BALANCES.....	18
2. SECURITIES.....	6,564
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	6,110
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	22,229
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	248
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	21,981
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	242
7. OTHER REAL ESTATE OWNED.....	58
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	321
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	37,397
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	37,397

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	33,955
(1) NONINTEREST-BEARING.....	11,185
(2) INTEREST-BEARING.....	22,770
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	750
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	101
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	34,806
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	350
25. SURPLUS.....	900
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,341
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,591
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	2,591
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	37,397

OFFICERS:

DAVID C. BOYLES, PRESIDENT; SHARON LAURENT, SR. VICE PRESIDENT/CASHIER;
JOHN PERKINS, RICHARD E. WATSON, SR. VICE PRESIDENTS

DIRECTORS:

DAVID C. BOYLES, ARNOLD COOK, ROY G. DINSDALE, NORMAN G. GARDENSWARTZ,
MARK L. LEVINE, RICHARD MCCLINTOCK, PAUL MILLER, LESLIE A. PATTEN,
GERALD H. QUIAT, BERNARD SCHAFFNER, CHARLES M. SCHAYER, MAX WEISBLY

DECEMBER 31, 1993
ASSETS:

DDO OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	16,079
B. INTEREST-BEARING BALANCES.....	8,086
2. SECURITIES.....	30,733
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	5,300
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	94,929
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,692
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	93,237
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	950
7. OTHER REAL ESTATE OWNED.....	644
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	638
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,541
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	157,208
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..<	157,208

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	143,503
(1) NONINTEREST-BEARING.....	58,603
(2) INTEREST-BEARING.....	84,900
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	400
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	638
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	603
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	145,144
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	4,000
25. SURPLUS.....	6,000
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,064
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	12,064
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	12,064
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	157,208

OFFICERS:

WILLIAM G. GRIFFITH, CEO/CHAIRMAN OF THE BOARD;
GLEN A. PRAY, PRESIDENT; BERNARD J. STAEBELL, SR. VICE PRESIDENT/CASHIER
OAN E. GRIFFIN, VAUGHN E. NICHOLS, E. EUGENE SCHNABEL,
SR. VICE PRESIDENTS; SUSAN M. CREEL, ANDREW A. MILEY, CARRIE HANNUM,
VICE PRESIDENTS

DIRECTORS:

WILLIAM G. GRIFFITH, JOHN T. ALLEN, JR., CHARLES T. BAUER,
ROBERT E. FREDERIC, ROBERT E. JORDAN, EDWARD D. PIERSON, GLEN A. PRAY,
WILBUR M. PRYOR

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	5,336
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	115,756
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	9,595
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	47,419
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,838
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	45,581
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	3,983
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	3,449
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	183,700
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	183,700

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	162,279
(1) NONINTEREST-BEARING.....	36,429
(2) INTEREST-BEARING.....	125,850
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. GOVERNMENT NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	57
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	524
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	162,860
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	3,000
25. SURPLUS.....	4,000
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	13,840
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	20,840
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	20,840
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	183,700

OFFICERS:

THOMAS W. O'HARA, PRESIDENT/CEO; ROBERT W. GRAF, SECRETARY;
 LARRY A. MIZEL, CHAIRMAN OF THE BOARD

DIRECTORS:

LARRY A. MIZEL, RAYMOND T. BAKER, MICHAEL A. FEINER, ROBERT W. GRAF,
 HAROLD GUZOFSKY, GARY KLEARMAN, THOMAS W. O'HARA

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	788
B. INTEREST-BEARING BALANCES.....	195
2. SECURITIES.....	10,946
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,208
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	8,010
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	82
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	7,928
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	77
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	245
11. OTHER ASSETS.....	208
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	21,595
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	21,595

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	19,408
(1) NONINTEREST-BEARING.....	6,953
(2) INTEREST-BEARING.....	12,455
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	123
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	19,531
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	750
25. SURPLUS.....	1,017
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	189
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	108
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,064
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,064
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	21,595

OFFICERS:

STEVEN L. MANDEL, PRESIDENT/CEO;
DEBORAH S. DAVIDSON, EXECUTIVE VICE PRESIDENT;
ROBERT W. GRAF, SECRETARY; LARRY A. MIZEL, CHAIRMAN OF THE BOARD

DIRECTORS:

LARRY A. MIZEL, RAYMOND T. BAKER, MICHAEL A. FEINER, ROBERT W. GRAF,
HAROLD GUZOFSKY, GARY KLEARMAN, DONALD L. KORTZ, ANDY LOVE

DECEMBER 31, 1993

OOD OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,484
B. INTEREST-BEARING BALANCES.....	195
2. SECURITIES.....	10,853
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,200
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	6,787
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	81
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	6,706
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	411
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	11
11. OTHER ASSETS.....	176
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	22,036
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	22,036

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	20,131
(1) NONINTEREST-BEARING.....	5,894
(2) INTEREST-BEARING.....	14,237
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	62
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	20,193
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	538
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	678
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	127-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,843
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,843
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	22,036

OFFICERS:

GARY D. LEVINE, PRESIDENT/CEO; JAMES R. PEOPLES, JAMES B. BILLS, EXECUTIVE VICE PRESIDENTS; HARRY B. DOYLE, SR. VICE PRESIDENT/CASHIER; JAMES F. MARSICO, WILLIAM NORKWOOD, BRUCE SIEGRIST, SR. VICE PRESIDENTS; LARRY A. MIZEL, CHAIRMAN OF THE BOARD; ROBERT W. GRAF, SECRETARY

DIRECTORS:

LARRY A. MIZEL, RAYMOND T. BAKER, MICHAEL A. FEINER, ROBERT W. GRAF, HAROLD GUZOFISKY, GARY KLEARMAN, GARY D. LEVINE

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	9,874
B. INTEREST-BEARING BALANCES.....	195
2. SECURITIES.....	99,111
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	15,495
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	79,850
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	510
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	79,340
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,880
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	502
11. OTHER ASSETS.....	1,931
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	208,328
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	208,328

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	176,872
(1) NONINTEREST-BEARING.....	46,812
(2) INTEREST-BEARING.....	130,060
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	11,564
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	3,896
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	509
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	192,841
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	800
25. SURPLUS.....	2,620
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	10,997
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	1,070-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	15,487
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	15,487
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	208,328

OFFICERS:

RON B. ROBINSON, PRESIDENT/CEO;
MICHAEL S. SPARKS, EXECUTIVE VICE PRESIDENT;
ROBERT W. GRAF, SECRETARY; LARRY A. MIZEL; CHAIRMAN OF THE BOARD

DIRECTORS:

LARRY A. MIZEL, RAYMOND T. BAKER, MICHAEL A. FEINER, ROBERT W. GRAF,
HAROLD GUZOWSKY, GARY KLEARMAN, RON B. ROBINSON

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,898
B. INTEREST-BEARING BALANCES.....	195
2. SECURITIES.....	6,484
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	21,891
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	201
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	21,690
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,195
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	262
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	32,724
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	32,724

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	27,340
(1) NONINTEREST-BEARING.....	8,525
(2) INTEREST-BEARING.....	18,815
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	2,485
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	137
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	29,962
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	750
25. SURPLUS.....	763
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,123
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	126-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,762
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	2,762
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	32,724

OFFICERS:

CHARLES A. DRUMMOND, PRESIDENT;
DAVID E. MARKLAND, CHIEF FINANCIAL OFFICER;
EDWARD D. SCOTT, EXECUTIVE VICE PRESIDENT

DIRECTORS:

WILLIAM W. WEHNER, OREN L. BENTON, RICHARD H. OLSON, CHARLES A. DRUMMOND
L. T. WOMACK

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	5,539
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	15,892
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	25,150
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	81,182
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,259
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	79,923
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,068
7. OTHER REAL ESTATE OWNED.....	170
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	703
11. OTHER ASSETS.....	928
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	129,373
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	129,373

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	114,991
(1) NONINTEREST-BEARING.....	25,006
(2) INTEREST-BEARING.....	89,985
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	2,938
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	408
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	455
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	118,792
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,100
25. SURPLUS.....	9,350
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	131
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	10,581
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	10,581
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	129,373

OFFICERS:

GARY A. MOSKO, PRESIDENT/CHIEF EXECUTIVE OFFICER;
JO ANN BROCKWAY, SR. VICE PRESIDENT/CASHIER;
NORMAN G. BURKPILE, SR VICE PRESIDENT

DIRECTORS:

GARY A. MOSKO, JAMES A. LUSTIG, NORMAN G. BURKPILE, CHESS R. MARTIN,
ZELIE BERENBAUM, LARRY SIEGEL

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	6,643
B. INTEREST-BEARING BALANCES.....	2,568
2. SECURITIES.....	15,048
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	11,300
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	75,499
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,004
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	74,495
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	807
7. OTHER REAL ESTATE OWNED.....	798
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	948
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	112,607
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	112,607

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	101,442
(1) NONINTEREST-BEARING.....	23,115
(2) INTEREST-BEARING.....	78,327
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	918
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	102,360
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,500
25. SURPLUS.....	2,500
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	6,247
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	10,247
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	10,247
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	112,607

OFFICERS:

RICHARD C. TUCKER, PRESIDENT;
 DONALD A. LANCASTER, LLOYD W. KLEMSZ, EXECUTIVE VICE PRESIDENTS;
 ROXANNE ROEHL, DONALD H. SCHURR, SR. VICE PRESIDENTS;
 SHARON L. BENNETT, WILLIAM O. SCHURR, KENNETH E. GRIFFIN,
 CAROL J. WADLEIGH, VICE PRESIDENTS

DIRECTORS:

RICHARD C. TUCKER, DONALD A. LANCASTER, MERRILL R. FIE, TERRY F. SMITH,
 JESSE B. CARRAWAY, RUSSELL K. OSGOOD, JEROME C. DARNELL,
 DONALD H. SCHURR

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	5,337
B. INTEREST-BEARING BALANCES.....	179
2. SECURITIES.....	14,589
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	15,600
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	54,901
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	BB1
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	54,020
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,189
7. OTHER REAL ESTATE OWNED.....	1,084
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	656
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	93,654
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	93,654

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	87,242
(1) NONINTEREST-BEARING.....	18,711
(2) INTEREST-BEARING.....	68,531
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	5B4
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	87,826
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	2,000
25. SURPLUS.....	1,404
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,424
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	5,828
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	5,828
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	93,654

OFFICERS:

HERMAN J. ZUECK, CHAIRMAN OF THE BOARD/CEO;
JARROLD B. EVANS, PRESIDENT; LARRY G. GOSCHA, SR. VICE PRESIDENT/CASHIER

DIRECTORS:

HERMAN J. ZUECK, WAYNE T. BIDDLE, RALPH D. JOHNSON, C. GALE SELLENS,
JARROLD B. EVANS, LLOYD E. HAYNE, RICHARD C. SAUNDERS, J. W. WELLS

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,409
B. INTEREST-BEARING BALANCES.....	100
2. SECURITIES.....	60,170
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,970
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	57,957
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,006
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	56,951
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,096
7. OTHER REAL ESTATE OWNED.....	17
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,233
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	122,946
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	122,946

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	113,842
(1) NONINTEREST-BEARING.....	35,220
(2) INTEREST-BEARING.....	78,622
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	371
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	114,213
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	3,000
25. SURPLUS.....	3,500
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,233
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	8,733
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	8,733
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	122,946

OFFICERS:

GARY S. JUDD, PRESIDENT; SHANNON DAY BORASIO, JOHN M. DOVENBARGER,
LINDA FENDER, THOMAS V. LARSON, VICE PRESIDENTS

DIRECTORS:

GARY S. JUDD, ROBERT GREENE, JAMES L. RUMSEY, W. JAMES TOZER, JR.,
RICHARD B. TUCKER

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	10,529
B. INTEREST-BEARING BALANCES.....	16
2. SECURITIES.....	63,723
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	109,871
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,698
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	108,173
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	7,267
7. OTHER REAL ESTATE OWNED.....	1,153
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	36
11. OTHER ASSETS.....	6,954
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	197,851
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	197,851

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	161,695
(1) NONINTEREST-BEARING.....	52,248
(2) INTEREST-BEARING.....	109,447
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	8,145
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	3,053
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	13,020
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	1,003
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	186,916
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	6,472
25. SURPLUS.....	2,758
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,705
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	10,935
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	10,935
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	197,851

OFFICERS:

PHILLIP J. HOGUE, CHAIRMAN; LINDA SANDERS, PRESIDENT/CEO;
CYNTHIA A. CULKIN, CASHIER

DIRECTORS:

PHILIP J. HOGUE, ROGER BARKIN, M.D., MARILYN EDWARDS, DALE FINGERSH,
THOMAS GART, JIM HANSON, RALPH MIRES, LINDA SANDERS, ERIKA SCHAFFER

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	468
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	5,460
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,400
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	1,054
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	6
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	1,048
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	497
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	B5
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	B,958
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	8,958

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	7,913
(1) NONINTEREST-BEARING.....	1,515
(2) INTEREST-BEARING.....	6,398
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	40
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	7,953
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	800
25. SURPLUS.....	470
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	265-
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,005
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,005
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	B,958

OFFICERS:

E. G. MERRITT M.D., PRESIDENT; DONALD K. MAJORS, EXEC. VICE PRESIDENT/
CASHIER; ED MERRITT, JR., J.C. KINKADE, WILLIAM K. NIELSON,
MERTON R. TAYLOR, DOUGLAS J. AIKEN, VICE PRESIDENTS

DIRECTORS:

E. G. MERRITT, M.D., DONALD K. MAJORS, J. C. KINKADE, WILLIAM K. NIELSON
MERTON R. TAYLOR

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	43B
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	26,290
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,175
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	17,652
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	243
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	17,409
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	108
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	663
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	48,083
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	48,083

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	43,550
(1) NONINTEREST-BEARING.....	5,593
(2) INTEREST-BEARING.....	37,957
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	81
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	43,631
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	200
25. SURPLUS.....	1,175
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	3,077
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	4,452
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	4,452
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	48,083

OFFICERS:

BRUCE A. JOHNSON, PRESIDENT; PETER F. SADOWSKI, VICE PRESIDENT;
SHIRLEY THOMPSON, CASHIER

DIRECTORS:

ROSS O. CARHART, CECIL D. MARTIN, GARY GRAF, BRUCE A. JOHNSON

DECEMBER 31, 1993
ASSETS:

OOD OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	4D4
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	3,833
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	475
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	5,591
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	267
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	5,324
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	64
7. OTHER REAL ESTATE OWNED.....	257
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	2D4
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	1D,561
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	1D,561

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	9,836
(1) NONINTEREST-BEARING.....	1,1DD
(2) INTEREST-BEARING.....	B,736
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	43
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	9,879
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	180
25. SURPLUS.....	477
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	12
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	13-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	682
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	6B2
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	1D,561

OFFICERS:

MARION E. MCMILLAN, CHAIRMAN OF THE BOARD/PRESIDENT;

DIRECTORS:

M. E. MCMILLAN, JAMES H. ADAMS, KAREN J. CRANE, DANA R. BEARD,
CHARLES P. COLE, JR., RICHARD J. WATTS

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,325
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	199
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,750
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	6,193
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	B5
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	6,108
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	476
7. OTHER REAL ESTATE OWNED.....	326
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	89
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	11,273
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)...	11,273

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	10,569
(1) NONINTEREST-BEARING.....	3,113
(2) INTEREST-BEARING.....	7,456
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	11
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	10,580
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	630
25. SURPLUS.....	950
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	887-
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	693
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	693
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	11,273

OFFICERS:

J. ROBERT YOUNG, CHAIRMAN OF THE BOARD;
PHIL FRANK, PRESIDENT

DIRECTORS:

J. ROBERT YOUNG, PHIL FRANK, WALLACE A. E. DEBEQUE, ERNEST GIANINETTI,
PETER N. GUY, ROBERT F. DOWNS, JACK E. EDGINGTON, RODNEY E. SLIFER,
WILLIAM B. VOLLBRACHT, DAVE SCRUBY

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	956
B. INTEREST-BEARING BALANCES.....	14
2. SECURITIES.....	2,921
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,593
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	13,855
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	162
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	13,693
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	269
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	729
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	20,175
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	20,175

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	18,810
(1) NONINTEREST-BEARING.....	2,848
(2) INTEREST-BEARING.....	15,962
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	121
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	18,931
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	400
25. SURPLUS.....	200
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	644
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,244
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,244
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	20,175

OFFICERS:

RICHARD C. RODGERS, PRESIDENT, DAN E. GODEC, STEPHEN M. HATHAWAY,
MARYANN WILSON, VICE PRESIDENTS

DIRECTORS:

RANDALL GARMAN, NED W. DYLER, RICHARD C. RODGERS

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,911
B. INTEREST-BEARING BALANCES.....	450
2. SECURITIES.....	8,018
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	4,350
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	21,416
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	270
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	21,146
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,133
7. OTHER REAL ESTATE OWNED.....	89
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	4
11. OTHER ASSETS.....	484
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	38,585
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	38,585

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	34,886
(1) NONINTEREST-BEARING.....	5,800
(2) INTEREST-BEARING.....	29,086
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	307
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	35,193
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	400
25. SURPLUS.....	2,617
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	375
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,392
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,392
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	38,585

OFFICERS:

WILLIAM R. FARR, PRESIDENT;
 ROGER A. JORDAN, EXECUTIVE VICE PRESIDENT/CASHIER

DIRECTORS:

WILLIAM R. FARR, JOHN E. BOWNESS, II, BARRY ANDERSON, ROBERT E. BROWN,
 LYNN FAGERBERG, JOHN LEFFLER, KENNETH LIND, TED MAGNUSON,
 RICHARD MONTERA, JAMES PENNINGTON, DON STROBERG

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	719
B. INTEREST-BEARING BALANCES.....	200
2. SECURITIES.....	1,710
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	240
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	3,415
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	60
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	3,355
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	154
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	69
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	6,447
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	6,447

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	5,932
(1) NONINTEREST-BEARING.....	93
(2) INTEREST-BEARING.....	5,839
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	26
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	5,958
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	100
25. SURPLUS.....	370
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	19
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	489
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	489
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	6,447

OFFICERS:

WILLIAM R. FARR, PRESIDENT;
JOHN E. BOWNESS, II, EXECUTIVE VICE PRESIDENT/CASHIER

DIRECTORS:

WILLIAM R. FARR, JOHN E. BOWNESS, II, BARRY ANDERSON, ROBERT E. BROWN,
LYNN FAGERBERG, JOHN LEFFLER, KENNETH LIND, TED MAGNUSON,
RICHARD MONTERA, JAMES PENNINGTON, DON STROBERG

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,335
B. INTEREST-BEARING BALANCES.....	200
2. SECURITIES.....	4,551
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	85
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	20,297
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	243
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	20,054
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	449
7. OTHER REAL ESTATE OWNED.....	70
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	39
11. OTHER ASSETS.....	449
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	27,232
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	27,232

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	24,576
(1) NONINTEREST-BEARING.....	4,945
(2) INTEREST-BEARING.....	19,631
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	346
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	69
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	24,991
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	1,426
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	315
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,241
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,241
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	27,232

OFFICERS:

NICHOLAS J. MEAGHER, JR., CHAIRMAN OF THE BOARD;
FRANK S. PETERSON, PRESIDENT/CEO;
C. S. SLIFE, JR., EXECUTIVE VICE PRESIDENT;
JOHN F. EZELL, VICE PRESIDENT/CASHIER

DIRECTORS:

NICHOLAS J. MEAGHER, JR., FRANK S. PETERSON, PETER L. DURANTE,
JACK L. K. GRUNWALD

DECEMBER 31, 1993
ASSETS: DDD OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	6,699
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	33,432
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	14,150
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	34,639
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	5DD
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	34,139
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,326
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	873
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	9D,619
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	9D,619

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	8D,798
(1) NONINTEREST-BEARING.....	19,721
(2) INTEREST-BEARING.....	61,077
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	295
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	195
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 2D).....	81,288
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,DDD
25. SURPLUS.....	3,DDD
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	5,331
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	9,331
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	9,331
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	9D,619

OFFICERS:

LEE ANNE LEWIS, PRESIDENT;
GEORGE M. FORNNARINO, EXECUTIVE VICE PRESIDENT

DIRECTORS:

JERROLD G. HAUPTMAN, JACK W. BROCKMAN, E. JAYNE MACPHEE,
GEORGE M. FORNNARINO, LEE ANNE LEWIS

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	4,734
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	2,162
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	8,350
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	3,578
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	38
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	3,540
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	308
7. OTHER REAL ESTATE OWNED.....	69
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	38
11. OTHER ASSETS.....	61
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	19,262
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	19,262

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	18,125
(1) NONINTEREST-BEARING.....	14,998
(2) INTEREST-BEARING.....	3,127
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	61
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	18,186
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	470
24. COMMON STOCK.....	255
25. SURPLUS.....	255
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	96
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,076
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,076
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	19,262

OFFICERS:

RALPH C. EPEN, PRESIDENT/CHAIRMAN OF THE BOARD;
JACK E. CULVER, EXECUTIVE VICE PRESIDENT/CASHIER;
JANICE E. LAKEY, VICE PRESIDENT

DIRECTORS:

RALPH C. EPEN, JACK E. CULVER, RONALD B. JOHNSON, JANICE E. LAKEY,
RICHARD J. SWANSON, THOMAS J. VOGENTHALER

DECEMBER 31, 1993 ODO OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,771
B. INTEREST-BEARING BALANCES.....	2,9DD
2. SECURITIES.....	2,265
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	9,200
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	116
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	9,084
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	171
7. OTHER REAL ESTATE OWNED.....	90
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	253
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	17,534
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	17,534

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	15,819
(1) NONINTEREST-BEARING.....	4,714
(2) INTEREST-BEARING.....	11,105
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	257
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	16,076
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	40D
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	558
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,458
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,458
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	17,534

OFFICERS:

THOMAS R. KOWALSKI, CHAIRMAN OF THE BOARD; PAUL HOLDEN, PRESIDENT;
TONI L. SERRA, SR. VICE PRESIDENT; JEAN L. BURR, VICE PRESIDENT/CASHIER

DIRECTORS:

THOMAS R. KOWALSKI, RAYMOND L. ANILIONIS, JERRY L. WEIGAND, PAUL HOLDEN,
DONALD B. BROWN, STEVEN N. KREISMAN, WARREN P. COHEN

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	5,432
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	6,748
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	7,060
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	36,159
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	381
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	35,778
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,152
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	483
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	56,653
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	56,653

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	52,154
(1) NONINTEREST-BEARING.....	22,711
(2) INTEREST-BEARING.....	29,443
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	610
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	52,764
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	750
25. SURPLUS.....	750
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,389
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,889
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,889
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	56,653

OFFICERS:

MICHAEL G. MILLS, PRESIDENT/CEO;
ROBERT W. GRAF, SECRETARY; LARRY A. MIZEL, CHAIRMAN OF THE BOARD

DIRECTORS:

LARRY A. MIZEL, RAYMOND T. BAKER, MICHAEL A. FEINER, ROBERT W. GRAF,
HAROLD GUZOFISKY, GARY KLEARMAN, ANDY LOVE, DONALD P. SHWAYDER,
MICHAEL G. MILLS

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	863
B. INTEREST-BEARING BALANCES.....	195
2. SECURITIES.....	12,337
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,486
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	5,421
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	76
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	5,345
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	885
7. OTHER REAL ESTATE OWNED.....	
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	266
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	21,377
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	21,377

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	19,766
(1) NONINTEREST-BEARING.....	4,568
(2) INTEREST-BEARING.....	15,198
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	66
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	19,832
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	500
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	447
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	98-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,545
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	1,545
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	21,377

OFFICERS:

GEORGE J. HIX, CHAIRMAN OF THE BOARD; JACK G. HASELBUSH, PRESIDENT;
BRAD D. SISHC, SR. VICE PRESIDENT

DIRECTORS:

GEORGE, J. HIX, JACK G. HASELBUSH, BRAD D. SISHC, JAMES F. BANKER,
E. NELSON THOMAS, C. FRANKLIN HIX, GLONDA HIX, WILLIAM HERZOG

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,574
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	16,628
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,820
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	23,290
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	330
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	22,960
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	668
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	540
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	45,190
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	45,190

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	41,012
(1) NONINTEREST-BEARING.....	5,714
(2) INTEREST-BEARING.....	35,298
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	427
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	41,439
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	400
25. SURPLUS.....	800
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,551
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,751
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,751
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	45,190

OFFICERS:

JOHN A. FISCHER, CHAIRMAN; JAMES R. KRUMM, EXECUTIVE VICE PRESIDENT;
JAMES M. MASON, PRESIDENT

DIRECTORS:

JOHN A. FISCHER, JAMES M. MASON, DENNIS M. MATHISEN, MARSHALL MCCLUNG,
JAMES R. KRUMM

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	5,333
B. INTEREST-BEARING BALANCES.....	200
2. SECURITIES.....	18,656
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,850
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	42,233
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	380
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	41,853
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	803
7. OTHER REAL ESTATE OWNED.....	120
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	10
11. OTHER ASSETS.....	1,020
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	70,845
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	70,845

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	64,110
(1) NONINTEREST-BEARING.....	20,166
(2) INTEREST-BEARING.....	43,944
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	612
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	64,722
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	325
25. SURPLUS.....	1,625
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	4,173
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	6,123
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	6,123
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	70,845

OFFICERS:

ROBERT S. EVERITT, CHAIRMAN OF THE BOARD;
THOMAS S. BYINGTON, PRESIDENT/CEO;
MARY ANN CORLISS, VICE PRESIDENT/CASHIER;
MICHAEL J. MCLAREN, VICE PRESIDENT

DIRECTORS:

ROBERT S. EVERITT, THOMAS S. BYINGTON, JEROME D. CARR, LUCIA A. LILEY,
R. MICHAEL DELLENBACH, DAVID G. EVERITT, FREDERICK W. GARDNER,
STEPHEN D. JOYCE, SCOTT R. LARRABEE, DENNIS F. SINNETT

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	4,942
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	11,634
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,675
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	23,450
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	358
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	23,092
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	217
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	2
11. OTHER ASSETS.....	355
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	43,917
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	43,917

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	41,331
(1) NONINTEREST-BEARING.....	15,062
(2) INTEREST-BEARING.....	26,269
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	217
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	41,548
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	803
25. SURPLUS.....	304
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,262
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,369
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,369
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	43,917

OFFICERS:

DAVID W. ARMSTRONG, PRESIDENT; ROBERT MORGAN, VICE PRESIDENT

DIRECTORS:

JON P. COATES, PETER J. ABLANCZY, TERRY W. DARABY, SHEILA R. JOHNSON,
JAMES W. KING, TRAVIS N. TOWNSEND, NORMAN B. WOOD, DAVID W. ARMSTRONG,
RICHARD DUNCAN, DEAN E. KASPER, DAN E. LONG, M. KENT WINKER

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,726
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	5,511
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	5,580
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	15,697
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	37B
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	15,319
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	721
7. OTHER REAL ESTATE OWNED.....	219
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	261
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	29,337
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	29,337

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	27,049
(1) NONINTEREST-BEARING.....	6,159
(2) INTEREST-BEARING.....	20,890
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	222
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	27,271
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	32B
25. SURPLUS.....	870
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	868
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,066
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	2,066
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	29,337

OFFICERS:

KOGER L. PROPST, PRESIDENT; WILLIAM H. PLUMMER, DARREL W. LATHROP,
CURTIS J. HARRIS, VICE PRESIDENTS

DIRECTORS:

WILLIAM P. JOHNSON, ROBERT S. APPEL, DENNIS E. BARRETT,
HARRY H. FRAMPTON, III, LARRY J. HAUSERMAN, R. KENT LANDMARK,
ROBERT L. MANNING, MARGARET A. REISHER, ROGER L. REISHER,
RALPH Z. SORESON, JAMESE A. SWANSON, J. R. THOMAS, GEORGE C. WILLIAMS,
KOGER L. PROPST

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,303
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	274
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	9,218
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	55
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	9,163
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,344
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	30
11. OTHER ASSETS.....	50
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	13,164
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	13,164

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	6,285
(1) NONINTEREST-BEARING.....	2,244
(2) INTEREST-BEARING.....	4,041
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	4,463
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	2
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	90
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	10,840
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,000
25. SURPLUS.....	1,800
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	476-
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,324
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,324
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	13,164

OFFICERS:

ROBERT W. PAPPENHEIM, CHAIRMAN OF THE BOARD/CEO;
THOMAS J. FLANAGAN, PRESIDENT; PAUL TAYLOR, VICE PRESIDENT

DIRECTORS:

ROBERT W. PAPPENHEIM, JOHN D. BORMAN, WAYNE C. IRELAN,
DOUGLAS E. MARKLEY, JAMES P. JOHNSON, JOHN J. KISSOCK,
THOMAS J. FLANAGAN

DECEMBER 31, 1993 DDO OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	11,861
B. INTEREST-BEARING BALANCES.....	488
2. SECURITIES.....	29,533
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	154,414
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	2,537
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	151,877
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	5,811
7. OTHER REAL ESTATE OWNED.....	
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	681
11. OTHER ASSETS.....	1,789
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	202,040
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	202,040

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	183,102
(1) NONINTEREST-BEARING.....	16,507
(2) INTEREST-BEARING.....	166,595
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	2,400
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	1,500
20. OTHER LIABILITIES.....	331
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	187,333
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,DDD
25. SURPLUS.....	5,724
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	7,983
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	14,707
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	14,707
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	202,040

OFFICERS:

ROYCE B. CLARK, CHAIRMAN OF THE BOARD;
LAWRENCE P. MEIER, PRESIDENT

DIRECTORS:

ROYCE B. CLARK, LAWRENCE P. MEIER, JAMES P. SPROUT, NILSSON E. ECKSTROM,
DONALD D. MUELLER, THOMAS E. NORTON, ROBERT W. STANLEY, LARRY R. VOSMERA

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	684
B. INTEREST-BEARING BALANCES.....	495
2. SECURITIES.....	2,416
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	350
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	8,044
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	160
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	7,884
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	62
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	209
11. OTHER ASSETS.....	194
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	12,294
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	12,294

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	10,971
(1) NONINTEREST-BEARING.....	3,609
(2) INTEREST-BEARING.....	7,362
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	22
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	10,993
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	650
25. SURPLUS.....	655
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	4-
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,301
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	1,301
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	12,294

OFFICERS:

THOMAS GODING, PRESIDENT; DAVE OAKESON, DONALD TOMOI, DONALD STARNES,
EXECUTIVE VICE PRESIDENTS; GRANT A. EDWARDS, VICE PRESIDENT/CASHIER;
MIKE SEPPALA, MARK UTTER, VICE PRESIDENTS

DIRECTORS:

ROY DINSDALE, THOMAS GODING, DONALD TOMOI, DAVE OAKESON, DONALD STARNES,
ROGER TUELL, DON HEER, LARRY COUGHLIN, JOHN R. DENT

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	9,468
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	38,026
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	10,500
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	81,917
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,177
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	80,740
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,541
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	124
11. OTHER ASSETS.....	2,290
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	143,689
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	143,689

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	125,342
(1) NONINTEREST-BEARING.....	28,356
(2) INTEREST-BEARING.....	96,986
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	2,670
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	3,788
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	721
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	310
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	132,831
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	450
24. COMMON STOCK.....	538
25. SURPLUS.....	2,501
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	7,373
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	4
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	10,858
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	10,858
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	143,689

OFFICERS:

RUSSELL L. RATHMAN, PRESIDENT; FRED T. RUFF, VICE PRESIDENT;
JANICE C. NORRISH, CASHIER; DEBRA K. GIBBS, ASSISTANT CASHIER

DIRECTORS:

EUGENE V. DOTY, MARK A. ACHZIGER, MARK W. FRASIER, E. EDWIN GERKEN,
JOHN W. GOETZ, GEORGE R. HAFFKE, RUSSELL L. RATHMAN

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	813
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	1,941
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,900
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	11,219
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	210
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	11,009
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	436
7. OTHER REAL ESTATE OWNED.....	76
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	354
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	16,529
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	16,529

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	15,358
(1) NONINTEREST-BEARING.....	3,020
(2) INTEREST-BEARING.....	12,338
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	54
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	15,412
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	400
25. SURPLUS.....	320
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	397
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,117
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,117
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	16,529

OFFICERS:

J.H. BLOEDORN, JR., CHAIRMAN OF THE BOARD/CEO;
DAVID J. OHMAN, SECRETARY; JERRY J. JONES, PRESIDENT; RONALD L. HAYS,
JOHN J. ZWETZIG, DAVID L. SCHOMBURG, ERVIN C. SOUTHARD, J. KYLE LEWIS,
JAMES D. TREADWAY, VICE PRESIDENTS; M. ELAINE MEYER, CASHIER

DIRECTORS:

J. H. BLOEDORN, JR., JERRY K. JONES, DAVID J. OHMAN, RONALD L. HAYS,
DONALD A. OSTWALD, R. B. FANCHER, WILLIAM C. ANDERSON

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	3,240
B. INTEREST-BEARING BALANCES.....	799
2. SECURITIES.....	54,438
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,300
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	46,279
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,551
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	44,728
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	354
7. OTHER REAL ESTATE OWNED.....	30
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,588
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	108,477
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	108,477

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	91,441
(1) NONINTEREST-BEARING.....	13,966
(2) INTEREST-BEARING.....	77,475
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	561
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	92,002
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	4,000
25. SURPLUS.....	4,000
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	8,475
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	16,475
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	16,475
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	108,477

OFFICERS:

JONATHAN R. FOX, CHIEF EXECUTIVE OFFICER/CHAIRMAN OF THE BOARD;
DOYLE MARVIN, PRESIDENT; MAXINE FOX, VICE CHAIRMAN;
SCOTT D. JENSEN, VICE PRESIDENT/CASHIER

DIRECTORS:

JONATHAN R. FOX, MAXINE FOX, DOYLE MARVIN, DR. WILLIAM P. WILZ

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	500
B. INTEREST-BEARING BALANCES.....	962
2. SECURITIES.....	13,080
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,350
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	10,300
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	175
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	10,125
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	28
7. OTHER REAL ESTATE OWNED.....	14
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	573
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	26,632
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	26,632

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	23,152
(1) NONINTEREST-BEARING.....	2,449
(2) INTEREST-BEARING.....	20,703
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	192
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	23,344
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	50
25. SURPLUS.....	350
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,888
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,288
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,288
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	26,632

OFFICERS:

J. ROBERT YOUNG, CHAIRMAN OF THE BOARD; JOHN COOPER, PRESIDENT;

DIRECTORS:

J. ROBERT YOUNG, JOHN W. COOPER, ERNEST GIANINETTI, PETER N. GUY,
ROBERT F. DOWNS, JACK E. EDGINGTON, RODNEY E. SLIFER, DAVE SCRUBY,
WILLIAM B. VOLLBRACHT, WALLACE A. E. DEBEQUE, R. BRUCE ROBINSON

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,720
B. INTEREST-BEARING BALANCES.....	4
2. SECURITIES.....	11,916
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,101
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	41,183
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	522
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	40,661
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,985
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	2,033
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	63,420
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	63,420

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	59,346
(1) NONINTEREST-BEARING.....	12,505
(2) INTEREST-BEARING.....	46,841
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	392
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	59,738
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,400
25. SURPLUS.....	475
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,807
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,682
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,682
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	63,420

OFFICERS:

DONALD L. VANDERHOOF, PRESIDENT;
STEVEN W. VANDERHOOF, SR. VICE PRESIDENT;
EDDI L. VANDERHOOF, SECRETARY/TREASURER

DIRECTORS:

DONALD L. VANDERHOOF, STEVEN W. VANDERHOOF, EDDI L. VANDERHOOF,
GLEN A. JOHNSON, ROBERT C. CUTTER, NICHOLAS MASSARO, MARK GOULD,
JAMES NELSON

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,134
B. INTEREST-BEARING BALANCES.....	1,284
2. SECURITIES.....	4,425
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	300
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	9,658
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	130
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	9,528
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	653
7. OTHER REAL ESTATE OWNED.....	225
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	5
11. OTHER ASSETS.....	142
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	17,696
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	17,696

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	16,153
(1) NONINTEREST-BEARING.....	2,225
(2) INTEREST-BEARING.....	13,928
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	217
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	73
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	16,443
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	236
25. SURPLUS.....	540
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	477
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,253
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	1,253
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	17,696

OFFICERS:

SANDRA J. BUSBEY, PRESIDENT/CEO;
ROBERT W. GRAF, SECRETARY; LARRY A. MIZEL, CHAIRMAN OF THE BOARD

DIRECTORS:

LARRY A. MIZEL, RAYMOND T. BAKER, MICHAEL A. FEINER, ROBERT W. GRAF,
HAROLD GUZOFISKY, GARY KLEARMAN, SANDRA J. BUSBEY

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,995
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	4,451
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,750
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	5,980
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	114
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	5,866
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	51
7. OTHER REAL ESTATE OWNED.....	
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	354
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	15,467
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)...	15,467

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	13,675
(1) NONINTEREST-BEARING.....	4,683
(2) INTEREST-BEARING.....	8,992
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	21
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	13,696
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	519
25. SURPLUS.....	531
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	721
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,771
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,771
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	15,467

OFFICERS:

J.B. MCKEEVER, PRESIDENT; MARTIN E. JENSEN, EXECUTIVE VICE PRESIDENT;
CHARLES K. PERRY, VICE PRESIDENT; PHYLLIS E. THRALL, CASHIER

DIRECTORS:

J. B. MCKEEVER, MARTIN E. JENSEN, CLYDE B. KENNEDY, CARL M. SHINN,
SARAH H. MCKEEVER

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	424
B. INTEREST-BEARING BALANCES.....	100
2. SECURITIES.....	7,675
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,800
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	3,743
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	170
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	3,573
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	93
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	311
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	13,976
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	13,976

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	12,337
(1) NONINTEREST-BEARING.....	1,090
(2) INTEREST-BEARING.....	11,247
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	48
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	12,385
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	140
25. SURPLUS.....	430
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,021
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,591
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,591
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	13,976

OFFICERS:

E. CHRIS LAUNER, PRESIDENT;
DAVID D. ARMBRUSTER, EXECUTIVE VICE PRESIDENT; CLAYTON L. COLLIER,
SR. VICE PRESIDENT; R. KELLEY BURFORD, STEPHEN C. LOVE, VICE PRESIDENTS;
MARTY B. DIAL, VICE PRESIDENT/CASHIER

DIRECTORS:

J. SID DINSDALE, E. CHRIS LAUNER, THOMAS GODING, PEGGY HIMES,
ROBERT HIMES, ROBERT R. DENNING, PHILLIP ANDERSON, GREGG RIPPY,
DAVID D. ARMBRUSTER

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	7,222
B. INTEREST-BEARING BALANCES.....	290
2. SECURITIES.....	50,698
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	34,305
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	756
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	33,549
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	3,608
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	3,694
11. OTHER ASSETS.....	2,386
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	101,447
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	101,447

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	89,461
(1) NONINTEREST-BEARING.....	16,046
(2) INTEREST-BEARING.....	73,415
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	584
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	380
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	90,425
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,700
25. SURPLUS.....	9,400
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	78-
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	11,022
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	11,022
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	101,447

OFFICERS:

RUSSEL E. JOHNSON, CHAIRMAN OF THE BOARD; ROBERT E. JOHNSON, PRESIDENT;
JACK J. LOFLAND, VICE PRESIDENT/CASHIER; NORMAN L. COOPER,
MARLENE HAASE, ROGER MARTIN, VICE PRESIDENTS

DIRECTORS:

RUSSEL E. JOHNSON, ROBERT E. JOHNSON, NORMAN L. COOPER, EDWARD JOHNSON

DECEMBER 31, 1993 . DDD OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,82D
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	2,17B
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,755
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	17,491
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	213
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	17,278
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,328
7. OTHER REAL ESTATE OWNED.....	39
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	17
11. OTHER ASSETS.....	209
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	25,624
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	25,624

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	23,33D
(1) NONINTEREST-BEARING.....	8,237
(2) INTEREST-BEARING.....	15,093
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	218
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 2D).....	23,54B
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPTIAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	605
25. SURPLUS.....	125
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,346
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,076
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,076
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	25,624

OFFICERS:

JOEL C. ROTHMAN, PRESIDENT;
JAMES W. DAVIES, EXECUTIVE VICE PRESIDENT

DIRECTORS:

JERRY HOUSEL, JOEL E. ROTHMAN, EVERETT FRANCIS, JOHN SHUPE, WAYNE HOOVER

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	3,141
B. INTEREST-BEARING BALANCES.....	397
2. SECURITIES.....	9,874
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,655
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	44,580
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	B02
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	43,77B
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	96
7. OTHER REAL ESTATE OWNED.....	
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	787
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	61,72B
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)...	61,72B

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	57,279
(1) NONINTEREST-BEARING.....	4,646
(2) INTEREST-BEARING.....	52,633
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	311
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	57,590
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	253
25. SURPLUS.....	253
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	3,456
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	176-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	4,13B
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	4,13B
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	61,72B

OFFICERS:

DARRELL MCALLISTER, PRESIDENT;
ROBERT HINDERAKER, SR. VICE PRESIDENT

DIRECTORS:

DARRELL MCALLISTER, EDWARD CAPRA, SUE FOSTER, W. WEST FOSTER,
CARROLL MILLER, STEVE WATSON, DANIEL WHITE, JOHN ZURBRIGEN

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,348
B. INTEREST-BEARING BALANCES.....	38
2. SECURITIES.....	1,388
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	7,700
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	37,608
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	344
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	37,264
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,703
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	279
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	49,720
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	49,720

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	43,711
(1) NONINTEREST-BEARING.....	6,327
(2) INTEREST-BEARING.....	37,384
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	238
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	2,620
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	171
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	46,740
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,354
25. SURPLUS.....	1,426
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	200
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,980
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,980
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	49,720

OFFICERS:

LAWRENCE W. MENEFEE, CHAIRMAN OF THE BOARD/CEO;
DENNIS W. WHITE, PRESIDENT; GARTH L. GIBSON, EXECUTIVE VICE PRESIDENT;
MARSHA L. SWORD, SR. VICE PRESIDENT/CASHIER; JACK J. MEAKINS,
G. MICHAEL PHILLIPS, HARRY J. ABRAMS, GARTH G. THOMAS, JAMES A. RUTZ,
SR. VICE PRESIDENTS

DIRECTORS:

LAWRENCE W. MENEFEE, GEORGE W. DOERING, HAROLD G. EVANS, JOHN M. TODD,
ROBERT C. HUMMEL, JAMES R. LISTEN, VICTOR R. NOTTINGHAM, JOHN C. TODD,
ROBERT A. RUYLE, F. SCOTT THOMAS, DENNIS W. WHITE, DONALD W. WHITTAM

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	11,135
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	52,967
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	7,575
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	105,434
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,724
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	103,710
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,308
7. OTHER REAL ESTATE OWNED.....	663
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	2,085
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	180,443
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	180,443

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	150,775
(1) NONINTEREST-BEARING.....	30,450
(2) INTEREST-BEARING.....	120,325
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	2,187
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	15,271
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	1,560
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	169,793
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,360
25. SURPLUS.....	4,682
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	4,652
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	44
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	10,650
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	10,650
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	180,443

OFFICERS:

RICHARD C. BERG, PRESIDENT/CHIEF EXECUTIVE OFFICER;
TOM L. HAVENS, EXECUTIVE VICE PRESIDENT;
ROGER E. COTTEN, VICE PRESIDENT; ANDREW P. TRAINOR, CASHIER

DIRECTORS:

RICHARD C. BERG, FRED FIELD, TOM L. HAVENS, PAUL MANNING, JAMES PETERS

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,547
B. INTEREST-BEARING BALANCES.....	300
2. SECURITIES.....	6,011
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,025
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	7,888
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	166
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	7,722
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	843
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	2,211
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	20,659
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	20,659

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	18,249
(1) NONINTEREST-BEARING.....	5,616
(2) INTEREST-BEARING.....	12,633
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	1,000
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	247
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	19,496
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	510
25. SURPLUS.....	300
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	353
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,163
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,163
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	20,659

OFFICERS:

RICHARD E. CARLSON, CHIEF EXECUTIVE OFFICER; GORDON A. SMITH, PRESIDENT;
CARL WILCOX, VICE PRESIDENT; CLARENCE G. CARLSON, ASSN'T VICE PRESIDENT;
DEBRA S. BREKEL, CASHIER; CELLA M. GARRETT, ASSN'T CASHIER

DIRECTORS:

RICHARD E. CARLSON, GORDON SMITH, CLARENCE G. CARLSON, JAMES CARLSON,
C. WILBUR KIPP, CLARK STARKEBAUM

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,251
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	9,248
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,100
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	10,175
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	125
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	10,050
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	116
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	316
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	22,081
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	22,081

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	19,485
(1) NONINTEREST-BEARING.....	3,055
(2) INTEREST-BEARING.....	16,430
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	70
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	144
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	19,699
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	300
25. SURPLUS.....	800
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,282
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,382
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,382
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	22,081

OFFICERS:

J. B. MCKEEVER, PRESIDENT; BARBARA CLINE, EXECUTIVE VICE PRESIDENT;
GARY C. HELSEL, CASHIER; OLIVER W. FOLSOM, VICE PRESIDENT

DIRECTORS:

J. B. MCKEEVER, SARAH H. MCKEEVER, H. E. MCKEEVER, JOHN H. WILLHITE

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	529
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	6,570
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	975
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	6,253
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	369
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	5,884
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	57
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	424
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	14,439
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	14,439

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	13,022
(1) NONINTEREST-BEARING.....	1,669
(2) INTEREST-BEARING.....	11,353
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	53
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	13,075
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	110
25. SURPLUS.....	490
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	764
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,364
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,364
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	14,439

OFFICERS:

JOHN R. MCCALLISTER, PRESIDENT; LENDA I. GEOLFOS, SR. VICE PRESIDENT;
KELLEY M. WEST, VICE PRESIDENT/CASHIER;
KELLY BEAUCHAMP, ASSISTANT CASHIER

DIRECTORS:

THOMAS R. KOWALSKI, JOHN R. MCCALLISTER, LENDA I. GEOLFOS,
JAMES R. BRISCOE, ROBERT R. WHITE, SHIRLEY C. SMITH, JEAN L. BURR

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,392
B. INTEREST-BEARING BALANCES.....	200
2. SECURITIES.....	4,880
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,805
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	11,957
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	241
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	11,716
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	203
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	155
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	20,351
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	20,351

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	18,756
(1) NONINTEREST-BEARING.....	4,526
(2) INTEREST-BEARING.....	14,230
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	112
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	18,868
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	300
25. SURPLUS.....	535
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	648
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,483
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,483
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	20,351

OFFICERS:

RALPH MURPHY, PRESIDENT; WILLIAM L. HAWKES, III, VICE PRESIDENT;
JANET E. FIELDS, VICE PRESIDENT/CASHIER

DIRECTORS:

DENNIS J. LUTZ, RALPH MURPHY, DAVID M. KANIGEL, DOUGLAS R. LUTZ,
THOMAS M. SWEET

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,9B3
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	4,469
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	4B0
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	10,482
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	72
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	10,410
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	325
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	113
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	17,7B0
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	17,780

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	16,3B3
(1) NONINTEREST-BEARING.....	5,087
(2) INTEREST-BEARING.....	11,296
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	102
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	16,485
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPTIAL:

23. PERPETUAL PREFERRED STOCK.....	250
24. COMMON STOCK.....	200
25. SURPLUS.....	494
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	351
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,295
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	1,295
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	17,780

OFFICERS:

JERALD C. STARKS, CHAIRMAN OF THE BOARD/PRESIDENT;
DON K. SPEAROW, SR. VICE PRESIDENT/CASHIER

DIRECTORS:

JERALD C. STARKS, DON K. SPEAROW, GEORGE H. BUSH, ROY D. STARKS

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,527
B. INTEREST-BEARING BALANCES.....	290
2. SECURITIES.....	7,097
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	940
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	13,867
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	168
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	13,699
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	55
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	521
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	24,129
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	24,129

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	22,0BB
(1) NONINTEREST-BEARING.....	4,130
(2) INTEREST-BEARING.....	17,958
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	114
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	22,202
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	100
25. SURPLUS.....	600
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,227
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,927
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,927
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	24,129

OFFICERS:

LARRY G. NEUSCHWANGER, PRESIDENT; BRENT G. BEICHLE, VICE PRESIDENT/
CASHIER; LARRY N. WISEHART, VICE PRESIDENT

DIRECTORS:

IVAN D. SHUPE, LARRY G. NEUSCHWANGER, CARLTON C. BARNETT, LAVERN GLOVER

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	604
B. INTEREST-BEARING BALANCES.....	100
2. SECURITIES.....	2,966
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,350
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	14,806
8. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	356
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	14,450
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	153
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	398
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	21,021
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	21,021

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	19,159
(1) NONINTEREST-BEARING.....	2,793
(2) INTEREST-BEARING.....	16,366
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	143
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	19,302
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	250
25. SURPLUS.....	250
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,219
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,719
8. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,719
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	21,021

OFFICERS:

A. J. ANDERSON, PRESIDENT; DOUGLAS L. DITUS, SR. VICE PRESIDENT;
DANA L. DOERING, VICE PRESIDENT/CASHIER;

DIRECTORS:

DONALD E. SIECKE, A. J. ANDERSON, WILLIS HERRICK, BILLY J. BANDT,
SHARRON L. METLI, DANA L. DOERING, DOUGLAS L. DITUS

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,876
B. INTEREST-BEARING BALANCES.....	1,052
2. SECURITIES.....	12,692
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,765
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	11,749
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	354
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	11,395
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	418
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	354
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	29,552
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	29,552

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	27,160
(1) NONINTEREST-BEARING.....	6,052
(2) INTEREST-BEARING.....	21,108
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	216
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	27,376
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	425
25. SURPLUS.....	886
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	865
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,176
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,176
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	29,552

OFFICERS:

LELAND E. HOUSE, PRESIDENT; ROGER L. MAAG, VICE PRESIDENT,
RUTH H. WISE, CASHIER

DIRECTORS:

LELAND E. HOUSE, JOHN BALDWIN, ROGER L. MAAG, RUTH H. WISE

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	741
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	1,729
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	800
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	10,755
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	233
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	10,522
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	106
7. OTHER REAL ESTATE OWNED.....	390
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	748
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	15,036
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	15,036

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	13,731
(1) NONINTEREST-BEARING.....	2,334
(2) INTEREST-BEARING.....	11,397
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	150
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	13,881
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	150
25. SURPLUS.....	600
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	405
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,155
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,155
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	15,036

OFFICERS:

BRUCE A. ANDERSEN, PRESIDENT; JOEL P. MAXCY, VICE PRESIDENT;
ANNA M. GUNDERSON, CASHIER; MARILYN K. WARD, ASSISTANT CASHIER

DIRECTORS:

BRUCE A. ANDERSEN, NORRENE HARKER, JOEL P. MAXCY, J. DOUG TODD

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,077
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	15,222
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	450
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	10,647
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	65
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	10,582
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	115
7. OTHER REAL ESTATE OWNED.....	141
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	526
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	28,113
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	28,113

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	23,931
(1) NONINTEREST-BEARING.....	2,257
(2) INTEREST-BEARING.....	21,674
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	117
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	24,048
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	200
25. SURPLUS.....	600
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	3,265
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	4,065
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	4,065
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	28,113

OFFICERS:

JAMES R. KRUMM, PRESIDENT;
KEITH A. SMITH, EXECUTIVE VICE PRESIDENT/CASHIER

DIRECTORS:

JOHN A. FISCHER, JAMES R. KRUMM, KEITH A. SMITH, DENNIS M. MATHISEN,
JIM CORLETT

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,767
B. INTEREST-BEARING BALANCES.....	94
2. SECURITIES.....	13,027
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	19,997
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	392
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	19,605
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	227
7. OTHER REAL ESTATE OWNED.....	250
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	104
11. OTHER ASSETS.....	846
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	35,920
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	35,920

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	31,141
(1) NONINTEREST-BEARING.....	9,426
(2) INTEREST-BEARING.....	21,715
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	1,510
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	404
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	33,055
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	300
25. SURPLUS.....	2,000
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	565
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,865
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,865
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	35,920

OFFICERS:

J. GREGG MULLINS, PRESIDENT; J. W. MILLER, SR. VICE PRESIDENT;
CLINTON W. VIERGUTZ, VICE PRESIDENT/CASHIER

DIRECTORS:

J. GREGG MULLINS, J. W. MILLER, HOWARD STUTZMAN, VICTOR ALDEA,
ROBERT WALLACE, EDWARD GARLINGTON, JR., CHARLOTTE BENSCHIEDT

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	670
B. INTEREST-BEARING BALANCES.....	201
2. SECURITIES.....	9,010
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	770
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	9,683
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	200
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	9,483
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	188
7. OTHER REAL ESTATE OWNED.....	142
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	734
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	21,198
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	21,198

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	19,037
(1) NONINTEREST-BEARING.....	276
(2) INTEREST-BEARING.....	18,761
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	147
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	19,184
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	100
25. SURPLUS.....	800
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,046
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	68-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,014
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,014
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	21,198

OFFICERS:

R. M. JONES, PRESIDENT; JANET HILL, EXECUTIVE VICE PRESIDENT;
 ROBERT W. BLAIR, SR. VICE PRESIDENT; SHARRON JOHNSON, VICE PRESIDENT/
 CASHIER; MARY JANE GEARHART, DONALD J. RIZZUTO, RANDALL ROBERSON,
 VICE PRESIDENTS

DIRECTORS:

R. H. JONES, STEVEN C. BERG, JANET HILL, FRANK JOBE, M. L. JONES,
 R. M. JONES, MARVIN KUBIN

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	6,301
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	6,544
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	26,266
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	394
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	25,872
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,161
7. OTHER REAL ESTATE OWNED.....	3,073
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	861
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	44,812
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	856
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	45,668

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	42,288
(1) NONINTEREST-BEARING.....	11,054
(2) INTEREST-BEARING.....	31,234
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	466
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	102
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	42,856
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	550
25. SURPLUS.....	1,000
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	406
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
2B. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,956
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	856
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,812
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	45,668

OFFICERS:

PATRICIA G. KREPS, PRESIDENT; ALFRED L. KREPS, VICE PRESIDENT

DIRECTORS:

PATRICIA G. KREPS, ALFRED L. KREPS, R. J. NELSON, ROGER MADDUX,
MICHAEL NICKLOS

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	427
B. INTEREST-BEARING BALANCES.....	2,492
2. SECURITIES.....	10,684
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,800
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	14,956
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	145
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	14,811
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	275
7. OTHER REAL ESTATE OWNED.....	219
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,295
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	32,003
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	32,003

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	28,445
(1) NONINTEREST-BEARING.....	4,418
(2) INTEREST-BEARING.....	24,027
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	551
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	28,996
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	200
25. SURPLUS.....	500
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,307
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,007
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,007
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	32,003

OFFICERS:

ROBERT L. BEAUPREZ, PRESIDENT;
THOMAS CHESNEY, CEO/EXECUTIVE VICE PRESIDENT;
LARRY GIBSON, SR. VICE PRESIDENT; DONNA ROGERS, CASHIER

DIRECTORS:

ROBERT BEAUPREZ, THOMAS CHESNEY, CLAUDIA BEAUPREZ, LARRY GIBSON,
DONALD IMEL, NYLE BARLOW, W. BRUCE JOSS, ROB LATHROP

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,476
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	1,050
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,110
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	17,1B3
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	361
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	16,822
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	966
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	156
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	22,5B0
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	22,5B0

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	20,646
(1) NONINTEREST-BEARING.....	4,77B
(2) INTEREST-BEARING.....	15,86B
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	156
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	20,802
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	574
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	717
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	13
2B. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,77B
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	1,77B
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	22,5B0

OFFICERS:

DAVID A. WADE, PRESIDENT; STEVEN S. YOUNG, SR. VICE PRESIDENT/CASHIER;
LINDA S. RIESE, VICE PRESIDENT

DIRECTORS:

DAVID A. WADE, LEE F. CHRISTIAN, WILLIAM R. MORARITY,
COURTNEY T. PETERSON, EDWIN F. WAMBSGANSS

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,216
B. INTEREST-BEARING BALANCES.....	190
2. SECURITIES.....	13,403
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,470
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	11,396
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	276
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	11,120
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,072
7. OTHER REAL ESTATE OWNED.....	591
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	2
11. OTHER ASSETS.....	369
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	29,433
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)...	29,433

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	26,758
(1) NONINTEREST-BEARING.....	5,811
(2) INTEREST-BEARING.....	20,947
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	66
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	26,824
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	290
25. SURPLUS.....	1,275
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,044
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,609
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,609
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	29,433

OFFICERS:

BARBARA J. POWERS, PRESIDENT; TRUDY R. HAGEN, EXECUTIVE VICE PRESIDENT/
CASHIER; ALLEN HORTON, EXECUTIVE VICE PRESIDENT;
PETE PETRIE, VICE PRESIDENT

DIRECTORS:

BARBARA J. POWERS, MARY LAUTENBACH, PAUL BERGLUND, JOHN DAHL

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,359
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	6,979
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,855
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	13,907
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	370
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	13,537
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,239
7. OTHER REAL ESTATE OWNED.....	600
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	165
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	27,734
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	27,734

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	25,478
(1) NONINTEREST-BEARING.....	8,112
(2) INTEREST-BEARING.....	17,366
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	7B
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	25,556
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,000
25. SURPLUS.....	1,200
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	22-
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,17B
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	2,17B
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	27,734

OFFICERS:

GALEN GILBERT, CHAIRMAN OF THE BOARD; MICHAEL HARVEY, PRESIDENT;
CODY LAUGHLIN, VERNA ELBRIGHT, CASHIERS

DIRECTORS:

GALEN GILBERT, MICHAEL HARVEY, LARRY WYATT

DECEMBER 31, 1993 DOO OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	4,983
B. INTEREST-BEARING BALANCES.....	107
2. SECURITIES.....	21,453
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,1DD
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	2B,617
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	527
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	28,090
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	226
7. OTHER REAL ESTATE OWNED.....	262
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	880
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	59,101
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	128
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	59,229

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	54,416
(1) NONINTEREST-BEARING.....	8,313
(2) INTEREST-BEARING.....	46,103
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	500
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	54,916
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	440
25. SURPLUS.....	2,440
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,305
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	4,185
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	128
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	4,313
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	59,229

OFFICERS:

JOANN O. CIRULLO, PRESIDENT; CHARLES E. KRAGEL, SR. VICE PRESIDENT;
ANN MARIE BRADACH, CASHIER/SECRETARY

DIRECTORS:

WINTON A. WINTER, JOANN O. CIRULLO, PETER COSGRIFF, CHARLES E. KRAGEL

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,095
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	9,503
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,975
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	10,418
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	123
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	10,295
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	335
7. OTHER REAL ESTATE OWNED.....	127
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	524
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	23,854
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..<	23,854

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	21,294
(1) NONINTEREST-BEARING.....	3,882
(2) INTEREST-BEARING.....	17,412
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	471
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	21,765
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	1,012
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	577
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,089
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,089
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	23,854

OFFICERS:

STEPHEN J. FORTE, PRESIDENT; WILLIAM H. PLUMMER, DARREL W. LATHROP,
 CURTIS J. HARRIS, VICE PRESIDENTS

DIRECTORS:

WILLIAM P. JOHNSON, ROBERT S. APPEL, DENNIS E. BARRETT,
 HARRY H. FRAMPTON, III, LARRY J. HAUSERMAN, R. KENT LANDMARK,
 ROBERT L. MANNING, MARGARET A. REISHER, ROGER L. REISHER, J. R. THOMAS,
 RALPH Z. SORENSON, JAMES A. SWANSON, GEORGE C. WILLIAMS,
 STEPHEN J. FORTE

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	5,438
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	41,571
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	15,113
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	66,410
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	833
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	65,577
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	7,084
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,375
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	136,158
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	136,158

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	127,741
(1) NONINTEREST-BEARING.....	32,120
(2) INTEREST-BEARING.....	95,621
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	443
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	128,184
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	2,010
25. SURPLUS.....	2,015
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	3,949
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	7,974
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	7,974
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	136,158

OFFICERS:

FRANK O. STARR, III, CHAIRMAN OF THE BOARD/CEO; KIM K. STARR, PRESIDENT;
WILLIAM HOWARD, VICE PRESIDENT/CASHIER; SCOTT DAVENPORT, VICE PRESIDENT

DIRECTORS:

FRANK O. STARR, III, VELMA N. STARR, KIM K. STARR, JON H. STARR

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,918
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	5,026
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:	
A. FEDERAL FUNDS SOLD.....	1,100
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	10,154
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	220
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	9,934
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,256
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	125
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	20,359
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)...	20,359

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	18,552
(1) NONINTEREST-BEARING.....	4,051
(2) INTEREST-BEARING.....	14,501
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	160
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	18,712
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	750
25. SURPLUS.....	750
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	147
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,647
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,647
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	20,359

OFFICERS:

WILLIAM B. SHOEMAKER, PRESIDENT;
 WILLIAM H. PLUMMER, DARREL W. LATHROP, CURTIS J. HARRIS,
 VICE PRESIDENTS

DIRECTORS:

WILLIAM B. JOHNSON, ROBERT S. APPEL, DENNIS E. BARRETT,
 HARRY H. FRAMPTON III, LARRY J. HAUSERMAN, R. KENT LANDMARK,
 ROBERT L. MANNING, MARGARET A. REISHER, ROGER L. REISHER,
 RALPH Z. SORENSON, JAMES A. SWANSON, J. R. THOMAS, GEORGE C. WILLIAMS,
 WILLIAM B. SHOEMAKER

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	4,163
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	28,216
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	76,087
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	731
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	75,356
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,296
7. OTHER REAL ESTATE OWNED.....	512
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,509
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	112,052
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	112,052

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	101,590
(1) NONINTEREST-BEARING.....	23,449
(2) INTEREST-BEARING.....	78,141
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	3,297
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	497
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	105,384
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,410
25. SURPLUS.....	1,430
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	3,828
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	6,668
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	6,668
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	112,052

OFFICERS:

JAMES O. HAAS, CHAIRMAN OF THE BOARD;
DANIEL L. ALLEN, PRESIDENT/CHIEF EXECUTIVE OFFICER;
ROGER KOPMAN, EXECUTIVE VICE PRESIDENT

DIRECTORS:

JAMES O. HAAS, DANIEL L. ALLEN, ROGER KOPMAN, STUART W. LOSEY,
ROGER E. JURGENS, FRANK M. CACCAVALLO

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,178
B. INTEREST-BEARING BALANCES.....	1,974
2. SECURITIES.....	5,129
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	5,675
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	27,628
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	309
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	27,320
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,737
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	2
11. OTHER ASSETS.....	315
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	44,330
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	44,330

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	40,641
(1) NONINTEREST-BEARING.....	9,509
(2) INTEREST-BEARING.....	31,132
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	403
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	41,044
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	400
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,386
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,286
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,286
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	44,330

OFFICERS:

JOHN M. SHETTER, PRESIDENT; ALICE M. BIER, VICE PRESIDENT/CASHIER;
JOHN C. RUDOLPH, CHAIRMAN OF THE BOARD

DIRECTORS:

JOHN C. RUDOLPH, ALICE M. BIER, JOHN M. SHETTER, GLENN W. STEINBAUGH,
DONALD L. PERSCHBACHER, RAYMOND C. CARANCI, W. F. PRATHER,
STANLEY L. ELMORE, BRIAN J. WILCOMB, LAWRENCE D. ENRIETTO

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,707
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	3,763
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,850
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	20,433
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	283
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	20,150
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,002
7. OTHER REAL ESTATE OWNED.....	56
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	849
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	30,377
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	30,377

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	27,731
(1) NONINTEREST-BEARING.....	7,367
(2) INTEREST-BEARING.....	20,364
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	92
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	27,823
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	300
25. SURPLUS.....	1,200
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,054
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,554
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,554
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	30,377

OFFICERS:

JACK DEVEREAUX, CHAIRMAN; DAYTON E. JOHNSON, PRESIDENT;
GARY L. MOORE, EXECUTIVE VICE PRESIDENT

DIRECTORS:

JACK DEVEREAUX, DAYTON E. JOHNSON, GARY L. MOORE, KENNETH R. WEEDIN,
DALE R. NELSON, ERVIN D. WEINMEISTER

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,639
B. INTEREST-BEARING BALANCES.....	298
2. SECURITIES.....	11,877
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,300
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	24,006
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	15B
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	23,848
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,515
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	75
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	321
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	41,873
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	41,873

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	35,935
(1) NONINTEREST-BEARING.....	8,089
(2) INTEREST-BEARING.....	27,846
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	2,910
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	178
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	39,023
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	200
25. SURPLUS.....	450
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,200
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,850
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,850
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	41,873

OFFICERS:

JACK DEVEREAUX, PRESIDENT;
HARRY J. DEVEREAUX, EXECUTIVE VICE PRESIDENT

DIRECTORS:

JACK DEVEREAUX, HARRY J. DEVEREAUX, II, ROY BISCHOFF,
CLARENCE H. STUMP, JR., ROBERT W. TURNER, CARLA WARBERG KELLY,
STEVEN FARNHAM

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	5,002
B. INTEREST-BEARING BALANCES.....	610
2. SECURITIES.....	29,838
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,800
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	33,308
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,188
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	32,120
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,013
7. OTHER REAL ESTATE OWNED.....	187
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	75
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	772
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	74,417
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	74,417

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	67,664
(1) NONINTEREST-BEARING.....	14,833
(2) INTEREST-BEARING.....	52,831
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	480
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	68,144
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	1,900
24. COMMON STOCK.....	1,600
25. SURPLUS.....	2,200
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	573
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	6,273
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	6,273
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	74,417

OFFICERS:

BEN D. SHAW, PRESIDENT/CEO; MICHAEL N. FLEMING,
EXECUTIVE VICE PRESIDENT; MALCOM L. CANNON, VICE PRESIDENT/CASHIER

DIRECTORS:

BEN D. SHAW, MICHAEL N. FLEMING, CHARLES L. MITCHELL, LYLE COX,
NOLAND ALEXANDER

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	429
B. INTEREST-BEARING BALANCES.....	19
2. SECURITIES.....	3,511
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,340
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	8,206
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	76
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	8,130
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	172
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	174
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	13,775
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	13,775

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	12,523
(1) NONINTEREST-BEARING.....	1,897
(2) INTEREST-BEARING.....	10,626
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	110
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	12,633
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	125
25. SURPLUS.....	225
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	798
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	6
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,142
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,142
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	13,775

OFFICERS:

JOHN D. BEATY, PRESIDENT

DIRECTORS:

JOHN D. BEATY, SARA M. LESTER, WAYNE R. ADAMS

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	415
B. INTEREST-BEARING BALANCES.....	300
2. SECURITIES.....	1,648
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	450
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	2,281
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	13
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	2,268
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	3
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	102
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	5,186
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)...	5,186

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	4,315
(1) NONINTEREST-BEARING.....	632
(2) INTEREST-BEARING.....	3,683
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	15
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	4,330
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	50
25. SURPLUS.....	200
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	606
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	856
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	856
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	5,186

OFFICERS:

ROBERT W. ENGLAND, PRESIDENT

DIRECTORS:

SAMUEL M. BOURNE, STANLEY V. CLINE, ROBERT W. ENGLAND, LEO F. SHARP,
JOHN A. SMARTT

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	72
B. INTEREST-BEARING BALANCES.....	426
2. SECURITIES.....	3,260
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	450
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	4,293
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	B1
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	4,212
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	83
7. OTHER REAL ESTATE OWNED.....	
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	140
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	B,643
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	B,643

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	7,380
(1) NONINTEREST-BEARING.....	B64
(2) INTEREST-BEARING.....	6,516
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	65
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	7,445
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	100
25. SURPLUS.....	460
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	638
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
2B. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,198
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)...	1,198
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	8,643

OFFICERS:

MAHLON T. WHITE, CHAIRMAN OF THE BOARD; J. BYRON UHRICH, PRESIDENT;
DWIGHT D. FREEMAN, LYLE D. DYE, WILLIAM L. FASSETT, RUSSELL D. PRATT,
VICE PRESIDENTS; LINDA HAGEDORN, CASHIER/VICE PRESIDENT

DIRECTORS:

MAHLON T. WHITE, J. BYRON UHRICH, WILLIAM L. FASSETT,
GORDON H. ROWE, JR., MELVIN GETZ
ADVISORY DIRECTORS: WILLIS H. FASSETT, JR., WILLIAM J. SCHUTTE

DECEMBER 31, 1993 DOO OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,856
B. INTEREST-BEARING BALANCES.....	6,3DD
2. SECURITIES.....	3D,879
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	19,461
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	321
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	19,140
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	296
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,22D
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	60,691
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	60,691

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	54,316
(1) NONINTEREST-BEARING.....	14,6B7
(2) INTEREST-BEARING.....	39,629
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	191
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	54,507
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	330
25. SURPLUS.....	1,250
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	4,604
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	6,1B4
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	6,1B4
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	60,691

OFFICERS:

JOHN R. PIERSON, PRESIDENT; MARCIA A. WILSON, VICE PRESIDENT/CASHIER;
JOSEPH B. DROSKIN, VICE PRESIDENT

DIRECTORS:

HARRISON LOESCH, JOHN R. PIERSON, ROBB RUYLE, C. U. O'NEILL,
DANNY CASTLE, HAROLD B. FRASIER

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,164
B. INTEREST-BEARING BALANCES.....	400
2. SECURITIES.....	4,053
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,285
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	9,439
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	76
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	9,363
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	588
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	142
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	17,995
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	17,995

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	16,241
(1) NONINTEREST-BEARING.....	1,873
(2) INTEREST-BEARING.....	14,368
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	142
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	16,383
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,000
25. SURPLUS.....	271
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	341
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,612
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	1,612
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	17,995

OFFICERS:

STANLEY E. AUSTIN, PRESIDENT; DAVID G. WOOD, VICE PRESIDENT;
DENNIS F. REECE, VICE PRESIDENT; FINIS BARNES, CASHIER;

DIRECTORS:

DAVID G. WOOD, DAN K. CRANE, ERNEST M. COOPER, STANLEY E. AUSTIN

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	335
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	6,532
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	300
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	2,570
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	51
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	2,519
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	100
7. OTHER REAL ESTATE OWNED.....	34
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	141
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	9,961
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	9,961

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	8,951
(1) NONINTEREST-BEARING.....	1,672
(2) INTEREST-BEARING.....	7,279
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	140
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	9,091
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	106
25. SURPLUS.....	368
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	396
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	870
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	870
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	9,961

OFFICERS:

ROCCO A. VILLANI, PRESIDENT; ROBERT L. DAVIS, JR., EXEC. VICE PRESIDENT;
 BRIGITTE M. HOWORKO, VICE PRESIDENT/CASHIER

DIRECTORS:

JOEL H. WIENS, TIMOTHY D. WIENS, JANIS S. WIENS, MICHAEL J. NELSON,
 ROCCO A. VILLANI, ROBERT L. DAVIS, JR., BRIGITTE M. HOWORKO

DECEMBER 31, 1993
 ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,718
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	12,310
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,245
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	10,023
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	238
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	9,785
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,075
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	506
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	27,639
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	27,639

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	25,428
(1) NONINTEREST-BEARING.....	7,712
(2) INTEREST-BEARING.....	17,716
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	57
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	25,485
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	470
25. SURPLUS.....	463
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,221
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,154
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	2,154
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	27,639

OFFICERS:

JACK J. MOSS, PRESIDENT/CHIEF EXECUTIVE OFFICER;
GREG A. MCCLURG, VICE PRESIDENT/CASHIER

DIRECTORS:

GARNER HILL, II, PETER R. DECKER, DAVID J. MALLETT, JACK J. MOSS,
F. WILLIAM DODGE

DECEMBER 31, 1993
ASSETS:

ODD OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	574
B. INTEREST-BEARING BALANCES.....	300
2. SECURITIES.....	3,002
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	610
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	12,401
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	200
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	12,201
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	524
7. OTHER REAL ESTATE OWNED.....	92
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	82
11. OTHER ASSETS.....	166
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	17,551
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	17,551

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	16,027
(1) NONINTEREST-BEARING.....	2,490
(2) INTEREST-BEARING.....	13,537
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	131
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	16,158
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	400
25. SURPLUS.....	687
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	306
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,393
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,393
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	17,551

OFFICERS:

LES MERGELMAN, PRESIDENT/CEO;
DON CARNEY, VICE PRESIDENT/CASHIER

DIRECTORS:

WALLACE Q. ANDERSON, TOM R. MRAULE, ORVILLE L. CALLAWAY,
VEREL L. CATLIN, LES MERGELMAN

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	518
B. INTEREST-BEARING BALANCES.....	301
2. SECURITIES.....	2,194
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	600
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	4,981
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	15B
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	4,823
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	113
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	410
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	B,959
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	B,959

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	8,320
(1) NONINTEREST-BEARING.....	1,620
(2) INTEREST-BEARING.....	6,700
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	43
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	B,363
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	202
25. SURPLUS.....	55
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	339
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	596
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	596
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	B,959

OFFICERS:

DAVID G. WOOD, PRESIDENT

DIRECTORS:

DAVID G. WOOD, RAYMOND P. WOOD II, M.D., BRUCE PHILLIPS,
JOHN A. GALLEY, JR., DONALD D. HANHARDT

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	718
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	14,689
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	12,912
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	135
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	12,777
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	118
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	481
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	28,783
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	28,783

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	25,384
(1) NONINTEREST-BEARING.....	6,036
(2) INTEREST-BEARING.....	19,348
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	50
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	140
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	25,574
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	180
25. SURPLUS.....	570
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,459
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,209
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,209
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	28,783

OFFICERS:

G. KENNETH BRASHAR, PRESIDENT;
R. E. REEVES, JR., VICE PRESIDENT/CASHIER

DIRECTORS:

GERALD F. FITZGERALD, G. KENNETH BRASHAR, JAMES L. CLOMAN,
JANN C. PITCHER, TERRENCE S. SMITH, CECIL TACKETT, JACK C. THREET

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	929
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	3,705
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	250
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	8,799
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	165
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	B,634
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	695
7. OTHER REAL ESTATE OWNED.....	298
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	209
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	14,720
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	14,720

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	13,436
(1) NONINTEREST-BEARING.....	2,430
(2) INTEREST-BEARING.....	11,006
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	207
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	13,643
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	200
25. SURPLUS.....	200
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	677
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
2B. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,077
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,077
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	14,720

OFFICERS:

CLINTON W. BOOTH, PRESIDENT/CEO;
 DONNA R. SEHIME, VICE PRESIDENT/CASHIER

DIRECTORS:

JOSEPH J. SCHUESSLER, CLINTON W. BOOTH, DONALD L. HOLT, CLINTON S. CLOCK

DECEMBER 31, 1993
 ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	837
B. INTEREST-BEARING BALANCES.....	992
2. SECURITIES.....	3,398
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	150
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	9,640
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	114
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	9,526
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	187
7. OTHER REAL ESTATE OWNED.....	57
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	127
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	15,274
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)...	15,274

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	14,120
(1) NONINTEREST-BEARING.....	1,704
(2) INTEREST-BEARING.....	12,416
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	50
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	14,170
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	200
25. SURPLUS.....	200
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	704
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,104
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	1,104
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 2BC)...	15,274

OFFICERS:

WALLACE E. CARROLL, JR., CHAIRMAN OF THE BOARD;
SANDRA J. HERZOG, PRESIDENT; JACKIE ARCHULETA, VICE PRESIDENT/CASHIER

DIRECTORS:

WALLACE E. CARROLL, JR., SANDRA J. HERZOG, LOUIS SPINOZZI,
FRANK V. PHILLIPS, RICHARD KNAPP, DIANE EVANS

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,320
B. INTEREST-BEARING BALANCES.....	309
2. SECURITIES.....	3,301
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,700
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	16,082
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	200
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	15,882
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	375
7. OTHER REAL ESTATE OWNED.....	107
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	8
11. OTHER ASSETS.....	316
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	23,318
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	23,318

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	21,593
(1) NONINTEREST-BEARING.....	B,131
(2) INTEREST-BEARING.....	13,462
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	68
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	21,661
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	675
25. SURPLUS.....	400
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	582
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
2B. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,657
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,657
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	23,318

OFFICERS:

STEPHEN P. BALTZ, PRESIDENT; MARTHA J. BALTZ, EXECUTIVE VICE PRESIDENT;
 PATRICK B. AUGUSTINE, SR. VICE PRESIDENT/GENERAL COUNSEL;
 ELIZABETH A. EVANS, SR. VICE PRESIDENT/CASHIER;
 ROBERT COX, SR. VICE PRESIDENT

DIRECTORS:

STEPHEN P. BALTZ, MARTHA J. BALTZ, PATRICK B. AUGUSTINE,
 ELIZABETH A. EVANS, RALPH MCCAULEY; ROBERT BENIGHT

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	5,940
B. INTEREST-BEARING BALANCES.....	148
2. SECURITIES.....	1,124
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	9,800
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	42,405
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	560
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	41,845
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	4,927
7. OTHER REAL ESTATE OWNED.....	225
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	731
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	64,740
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	64,740

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	60,436
(1) NONINTEREST-BEARING.....	19,347
(2) INTEREST-BEARING.....	41,089
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	165
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	60,601
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	2,570
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,069
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	4,139
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	4,139
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	64,740

OFFICERS:

LARRY NEUSCHWANGER, PRESIDENT; DONALD S. CAMENGA, VICE PRESIDENT;
BRENDA K. ODENBAUGH, CASHIER; BLAINE D. BREIT, ASSISTANT VICE PRESIDENT

DIRECTORS:

IVAN D. SHUPE, LARRY G. NEUSCHWANGER, LAVERN GLOVER, CARLTON C. BARNETT

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	600
B. INTEREST-BEARING BALANCES.....	100
2. SECURITIES.....	854
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,400
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	7,335
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	149
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	7,186
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	165
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	135
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	11,440
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	11,440

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	10,331
(1) NONINTEREST-BEARING.....	2,188
(2) INTEREST-BEARING.....	8,143
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	105
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	10,436
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	430
25. SURPLUS.....	28
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	546
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,004
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,004
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	11,440

OFFICERS:

RAY E. ROBINSON, PRESIDENT; BETTY LISAC, CASHIER

DIRECTORS:

DARRYL BIGGERSTAFF, DANIEL L. TANNER, FRED J. GORSICH,
ROBERT H. REDWINE, M.D., RAY E. ROBINSON, LEE W. SIMPSON,
CHARLES L. THOMSON, CHARLES R. WILLIAMS

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	877
B. INTEREST-BEARING BALANCES.....	398
2. SECURITIES.....	10,699
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	550
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	6,032
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	255
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	5,777
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	252
7. OTHER REAL ESTATE OWNED.....	4
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	244
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	18,801
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	18,801

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	16,972
(1) NONINTEREST-BEARING.....	2,465
(2) INTEREST-BEARING.....	14,507
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	88
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	17,060
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	302
25. SURPLUS.....	370
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,069
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,741
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,741
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	18,801

OFFICERS:

MAHLON WHITE, PRESIDENT/CEO;
RICHARD A. SEUL, EXECUTIVE VICE PRESIDENT/COO;
MARK D. DUNSMOOR, SR. VICE PRESIDENT;
VERNON K. COCHRAN, SR. VICE PRESIDENT/CASHIER; W. JAMES BOYCE,
MARGARET EICHMAN, SAMUEL J. KEIFFER, III, STEVEN SHIRLEY,
VINCENT L. VIGIL, LUCILLE WILCOX, VICE PRESIDENTS

DIRECTORS:

MAHLON T. WHITE, TED AGUILERA, EDWARD J. DEROSE, DDS,
BOB JOHNSTON, WALTER PREDOVICH, RICHARD A. SEUL, MICHAEL W. STILLMAN,
JAMES R. STJERNHOLM, MD, BEN WEINDLING, H. EUGENE WILCOXSON

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	10,978
B. INTEREST-BEARING BALANCES.....	62
2. SECURITIES.....	44,771
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	15,100
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	97,025
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,215
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	95,810
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	6,998
7. OTHER REAL ESTATE OWNED.....	845
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	3,328
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	177,892
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)...	177,892

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	165,922
(1) NONINTEREST-BEARING.....	32,544
(2) INTEREST-BEARING.....	133,378
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	78
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	960
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	166,960
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,125
25. SURPLUS.....	5,500
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	4,307
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	10,932
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	10,932
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	177,892

OFFICERS:

ROBERT L. HAYS, PRESIDENT/CHIEF EXECUTIVE OFFICER

DIRECTORS:

FRANK R. ALLEN, JOHN L. ARY, KERRY D. GLADNEY, ARTHUR H. GONZALES,
BERT HARTMAN, ROBERT L. HAYS, JAMES H. KIRKLAND, EARL F. LEHIGH,
ROBERT D. RICE, JOSEPH O. WATSON, III, THOMAS R. WELTE

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	10,776
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	66,141
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,150
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	134,018
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,682
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	132,336
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	4,553
7. OTHER REAL ESTATE OWNED.....	1,110
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	106
11. OTHER ASSETS.....	2,461
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	220,633
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	220,633

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	205,262
(1) NONINTEREST-BEARING.....	36,474
(2) INTEREST-BEARING.....	168,788
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	1,000
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	240
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	631
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	207,133
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,250
25. SURPLUS.....	4,250
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	7,979
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	21-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	13,500
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	13,500
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	220,633

OFFICERS:

TRAVIS L. WALLER, PRESIDENT; RONALD C. WALLER, VICE PRESIDENT

DIRECTORS:

TRAVIS L. WALLER, RONALD C. WALLER, RAY STOGDELL, HOWARD BRUNER,
ROBERT ADAMS

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	620
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	3,017
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	480
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	3,328
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	41
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	3,287
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	294
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	103
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	7,801
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	7,801

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	6,973
(1) NONINTEREST-BEARING.....	1,393
(2) INTEREST-BEARING.....	5,580
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	20
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	6,993
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	351
25. SURPLUS.....	233
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	224
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	808
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	808
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	7,801

OFFICERS:

BOB H. WHITE, PRESIDENT/CEO;
JON L. BLOCKER, EXECUTIVE VICE PRESIDENT

DIRECTORS:

BOB H. WHITE, JON L. BLOCKER, THOMAS R. ZORR, JOHN W. NEIBERGER,
DONALD O. ROOKS, SR., JAMES O. SINCLAIR, BETTY M. WHITE

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	613
B. INTEREST-BEARING BALANCES.....	115
2. SECURITIES.....	7,045
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	975
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	3,016
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	80
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	2,936
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	382
7. OTHER REAL ESTATE OWNED.....	259
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	145
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	12,470
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	12,470

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	11,330
(1) NONINTEREST-BEARING.....	1,737
(2) INTEREST-BEARING.....	9,593
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	23
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	11,353
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	190
25. SURPLUS.....	510
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	417
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,117
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	1,117
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	12,470

OFFICERS:

RICHARD L. KINGSLEY, PRESIDENT/CEO;
LENORA M. SMUTS, VICE PRESIDENT/CASHIER

DIRECTORS:

ROBERT COTT, CARL B. RECTOR, KEITH E. POOLE, RICHARD L. KINGSLEY,
KENNETH L. DOTSON, MICHAEL WEIGAND

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	966
B. INTEREST-BEARING BALANCES.....	54
2. SECURITIES.....	3,177
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	5,567
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	121
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	5,446
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	391
7. OTHER REAL ESTATE OWNED.....	33
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	170
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	10,237
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)...	10,237

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	9,519
(1) NONINTEREST-BEARING.....	1,610
(2) INTEREST-BEARING.....	7,909
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	30
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	9,549
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	734
25. SURPLUS.....	16
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	62-
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	688
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	688
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	10,237

OFFICERS:

P. G. KREPS, PRESIDENT; ALFRED L. KREPS, SR. VICE PRESIDENT;
DENNIS L. KREPS, SR. VICE PRESIDENT/CASHIER;
CANDICE KREPS, ASSISTANT VICE PRESIDENT/ASSISTANT CASHIER

DIRECTORS:

P. G. KREPS, ALFRED L. KREPS, JEFF OBERMILLER, SCOTT FONCANNON

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	199
B. INTEREST-BEARING BALANCES.....	1,248
2. SECURITIES.....	3,199
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,700
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	4,435
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	114
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	4,321
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	80
7. OTHER REAL ESTATE OWNED.....	106
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	874
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	11,727
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	11,727

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	9,918
(1) NONINTEREST-BEARING.....	712
(2) INTEREST-BEARING.....	9,206
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	329
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	10,247
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	200
25. SURPLUS.....	470
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	810
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,480
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,480
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	11,727

OFFICERS:

GEOFFREY E. LIND, CHAIRMAN OF THE BOARD/CEO;
MARIAN JENSEN, SR. VICE PRESIDENT/CASHIER;
JAMES D. STEEPLES, EXECUTIVE VICE PRESIDENT

DIRECTORS:

GEOFFREY E. LIND, MALCOLM M. ASLIN, GARY G. CASSELL, CLAUDE R. CAGE
DANIEL N. LEAGUE, JR., NECHIE T. HALL, LEO H. VERVERS, GENE COSBY,
M. WARNER WESTLAND, JOHN STREET

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	5,265
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	48,304
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	14,034
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	25,892
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	399
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	25,493
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	946
7. OTHER REAL ESTATE OWNED.....	25
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	1,080
11. OTHER ASSETS.....	1,029
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	96,176
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	96,176

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	88,717
(1) NONINTEREST-BEARING.....	24,830
(2) INTEREST-BEARING.....	63,887
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	1,131
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	355
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	90,203
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,500
25. SURPLUS.....	2,500
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,832
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	141-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	5,973
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	5,973
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	96,176

OFFICERS:

J. ROBERT YOUNG, CHAIRMAN OF THE BOARD;
STAN KORNASIEWICZ, PRESIDENT

DIRECTORS:

J. ROBERT YOUNG, STAN KORNASIEWICZ, WALLACE A. E. DEBEQUE,
ROBERT F. DOWNS, JACK E. EDGINGTON, ERNEST GIANINETTI, PETER N. GUY,
RODNEY E. SLIFER, WILLIAM B. VOLLBRACHT, DAVE SCRUBY

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	3,406
B. INTEREST-BEARING BALANCES.....	7
2. SECURITIES.....	3,812
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLO.....	2,452
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	31,252
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	361
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	30,891
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,772
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,616
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	43,956
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	43,956

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	40,876
(1) NONINTEREST-BEARING.....	10,473
(2) INTEREST-BEARING.....	30,403
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	187
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	41,063
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	260
25. SURPLUS.....	500
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,133
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	2,893
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	2,893
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	43,956

OFFICERS:

RANDY L. HUTCHES, PRESIDENT; ROBERT G. DOWELL, EXECUTIVE VICE PRESIDENT;
DONNA DOWELL, VICE PRESIDENT; HALLIE C. JORDAN, CASHIER;
OLEN HARDY, CHAIRMAN OF THE BOARD

DIRECTORS:

OLEN HARDY, BERNARD C. NEILL, FRANK WILLSON, ROBERT G. DOWELL,
RANDY L. HUTCHES

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,283
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	25,220
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	14,801
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	381
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	14,420
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	229
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,001
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	42,153
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	42,153

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	37,244
(1) NONINTEREST-BEARING.....	2,806
(2) INTEREST-BEARING.....	34,438
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	250
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	320
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	37,814
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	400
25. SURPLUS.....	800
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	3,139
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	4,339
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	4,339
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	42,153

OFFICERS:

PAUL E. CLAVADETSCHER, PRESIDENT/CEO

DIRECTORS:

PAUL E. CLAVADETSCHER, GARY D. MIELKE, CLIFFORD B. RUSSELL,
JEROME B. WOODS, LAWRENCE A. FAIN

DECEMBER 31, 1993 ODD OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,861
B. INTEREST-BEARING BALANCES.....	64
2. SECURITIES.....	31,755
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	7,300
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	12,654
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	189
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	12,465
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,726
7. OTHER REAL ESTATE OWNED.....	
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	879
11. OTHER ASSETS.....	582
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	57,632
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)...	57,632

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	51,478
(1) NONINTEREST-BEARING.....	6,835
(2) INTEREST-BEARING.....	44,643
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	454
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	382
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	52,314
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	377
25. SURPLUS.....	4,868
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	34
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	39-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	5,318
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	5,318
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	57,632

OFFICERS:

DAN E. LONG, PRESIDENT; DEAN E. KASPER, EXECUTIVE VICE PRESIDENT,
STEPHEN L. MAY, VICE PRESIDENT

DIRECTORS:

JON P. COATES, PETER J. ABLANCZY, DAVID W. ARMSTRONG, TERRY W. DARBY,
RICHARD DUNCAN, SHEILA R. JOHNSON, DEAN E. KASPER, JAMES W. KING,
DAN E. LONG, M. KENT WINKA, NORMAN B. WOOD

DECEMBER 31, 1993
ASSETS:

DOD OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	7,167
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	8,974
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,140
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	37,301
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	973
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	36,328
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,186
7. OTHER REAL ESTATE OWNED.....	341
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	934
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	58,070
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	58,070

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	51,060
(1) NONINTEREST-BEARING.....	10,714
(2) INTEREST-BEARING.....	40,346
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	31
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	421
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	51,512
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	450
25. SURPLUS.....	2,550
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	3,558
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	6,558
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	6,558
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	58,070

OFFICERS:

F. WILLIAM DODGE, PRESIDENT/CHIEF EXECUTIVE OFFICER;
THOMAS H. KENNING, EXECUTIVE VICE PRESIDENT/CASHIER;
STEVEN W. PALAMAR, VICE PRESIDENT

DIRECTORS:

GARNER F. HILL, II, PETER DECKER, DAVID MALLETT, F. WILLIAM DODGE,
JACK MOSS

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	3,606
B. INTEREST-BEARING BALANCES.....	12
2. SECURITIES.....	11,939
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,000
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	47,597
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	426
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	47,171
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,824
7. OTHER REAL ESTATE OWNED.....	
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	564
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	66,116
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	66,116

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	60,417
(1) NONINTEREST-BEARING.....	13,659
(2) INTEREST-BEARING.....	46,758
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	392
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	60,809
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	75
25. SURPLUS.....	1,477
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	3,755
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	5,307
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	5,307
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	66,116

OFFICERS:

EDWARD P. MATTAR III, CHAIRMAN OF THE BOARD/CEO;
T. ALAN BOYD, PRESIDENT; CHARLES WOLFSCHLAG, CASHIER

DIRECTORS:

EDWARD P. MATTAR III, MARALYNN HANEY, JOANNE NOVELLI, RICHARD DURAN,
CHARLES WOLFSCHLAG, T. ALAN BOYD

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,012
B. INTEREST-BEARING BALANCES.....	144
2. SECURITIES.....	126
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	4,986
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	277
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	4,709
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	612
7. OTHER REAL ESTATE OWNED.....	43
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	166
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	7,812
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	7,812

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	6,361
(1) NONINTEREST-BEARING.....	300
(2) INTEREST-BEARING.....	6,061
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	411
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	23
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	56
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	6,851
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPTIAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	500
25. SURPLUS.....	100
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	361
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	961
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	961
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	7,812

OFFICERS:

IVAN FUGATE, CHAIRMAN OF THE BOARD/PRESIDENT; RICHARD K. EASTERLY,
EXECUTIVE VICE PRESIDENT; CASSANDRA TYRRELL, SR. VICE PRESIDENT/CASHIER;
DYONNE F. HAWKINS, MYRTLEANN WATSON, GENE GUZZO, VICE PRESIDENTS

DIRECTORS:

IVAN D. FUGATE, JAMES W. LANGLEY, MD, MIRIAM E. WEBB,
RICHARD K. EASTERLY, CASSANDRA B. TYRELL

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	3,058
B. INTEREST-BEARING BALANCES.....	97
2. SECURITIES.....	1B,347
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	35
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	24,141
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	401
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	23,740
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,069
7. OTHER REAL ESTATE OWNED.....	1,441
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	647
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	48,434
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	48,434

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	43,792
(1) NONINTEREST-BEARING.....	13,761
(2) INTEREST-BEARING.....	30,031
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	231
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	103
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	44,126
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	800
25. SURPLUS.....	1,200
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	2,308
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
2B. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	4,308
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	4,308
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	48,434

OFFICERS:

ROGER A. BEHLER, PRESIDENT; WILLIAM H. PLUMMER, DARREL W. LATHROP,
CURTIS J. HARRIS, VICE PRESIDENTS

DIRECTORS:

WILLIAM P. JOHNSON, ROBERT S. APPEL, DENNIS E. BARRETT,
HARRY H. FRAMPTON, III, LARRY J. HAUSERMAN, R. KENT LANDMARK,
ROBERT L. MANNING, MARGARET A. REISHER, ROGER L. REISHER,
RALPH Z. SORENSON, JAMES A. SWANSON, J. R. THOMAS, GEORGE C. WILLIAMS,
ROGER A. BEHLER

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	6,363
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	25,900
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	24,159
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	92,053
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	B64
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	91,189
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,936
7. OTHER REAL ESTATE OWNED.....	1,311
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,497
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	152,355
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	152,355

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	143,302
(1) NONINTEREST-BEARING.....	36,438
(2) INTEREST-BEARING.....	106,B64
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	347
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	143,649
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,925
25. SURPLUS.....	2,015
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	4,766
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	8,706
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	8,706
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	152,355

OFFICERS:

CHRIS M. FURNEAUX, CHAIRMAN OF THE BOARD;
RICHARD W. PEDEN, PRESIDENT/CEOR;
ROSA M. NELSON, VICE PRESIDENT/CASHIER

DIRECTORS:

CHRIS M. FURNEAUX, DAVID E. WATTENBERG, RICHARD W. PEDEN,
JANET D. PEDEN, ROSA M. NELSON

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	420
B. INTEREST-BEARING BALANCES.....	497
2. SECURITIES.....	4,328
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	585
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	4,004
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	63
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	3,941
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	116
7. OTHER REAL ESTATE OWNED.....	60
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	124
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	10,071
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	10,071

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	9,003
(1) NONINTEREST-BEARING.....	2,413
(2) INTEREST-BEARING.....	6,590
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	103
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	9,106
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	150
25. SURPLUS.....	475
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	340
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	965
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	965
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	10,071

OFFICERS:

WARREN B. KONKEL, CHAIRMAN OF THE BOARD; LARRY E. HARPER, PRESIDENT/CEO;
 JUDY BEZONA, SR. VICE PRESIDENT; GREGORY L. HUME, VICE PRESIDENT;
 BEVERLY FREEMAN, CASHIER

DIRECTORS:

WARREN B. KONKEL, LARRY E. HARPER, TERRY CATES, CLAY WHITMAN

DECEMBER 31, 1993
 ASSETS:

DDD OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	B94
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	4,771
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	550
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	12,27B
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	298
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	11,980
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	255
7. OTHER REAL ESTATE OWNED.....	51
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	4D1
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	1B,9D2
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	469
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)...	19,371

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	17,271
(1) NONINTEREST-BEARING.....	2,257
(2) INTEREST-BEARING.....	15,014
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	70
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	17,341
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	490
25. SURPLUS.....	660
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	343
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	6B-
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,561
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	469
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	2,030
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	19,371

OFFICERS:

BILL BOWLDS, PRESIDENT; ROBERT LYNCH, VICE PRESIDENT;
JAMES THURMAN, CASHIER; SHARON SHANON, ASSISTANT VICE PRESIDENT

DIRECTORS:

BILL BOWLDS, ROBERT SENDEERHAUF, ARLIE RIGGS, STANLEY COLEMAN,
JERRY CANTWELL, DOUGLAS MITCHELL, DAVID NESBITT

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,513
B. INTEREST-BEARING BALANCES.....	294
2. SECURITIES.....	4,793
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,825
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	11,106
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	132
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	10,974
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	287
7. OTHER REAL ESTATE OWNED.....	147
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	2
11. OTHER ASSETS.....	194
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	22,029
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	22,029

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	20,475
(1) NONINTEREST-BEARING.....	5,621
(2) INTEREST-BEARING.....	14,854
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	13B
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	20,613
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	288
25. SURPLUS.....	435
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	693
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,416
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,416
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	22,029

OFFICERS:

DONALD K. HOGOBOOM, CHAIRMAN OF THE BOARD; THOMAS M. JONES, PRESIDENT;
MARY JANE HANSEN, VICE PRESIDENT/CASHIER;
MERLE M. KLOCKE, CHERI JO BABNIK, VICE PRESIDENTS

DIRECTORS:

DONALD K. HOGOBOOM, THOMAS M. JONES, WILBUR E. FLACHMAN,
JERRY J. TEPPER, PAUL F. GLASGOW, STEPHEN C. THOMASON

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,448
B. INTEREST-BEARING BALANCES.....	111
2. SECURITIES.....	10,032
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	3,105
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	22,023
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	222
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	21,801
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	685
7. OTHER REAL ESTATE OWNED.....	324
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	326
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	38,832
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	38,832

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	35,122
(1) NONINTEREST-BEARING.....	10,672
(2) INTEREST-BEARING.....	24,450
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	167
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	35,289
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,000
25. SURPLUS.....	1,000
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,543
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,543
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,543
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	38,832

OFFICERS:

RICHARD A. WALTER, PRESIDENT; KENT D. INGRAM, VICE PRESIDENT;
LINDA ALEXANDER, CASHIER

DIRECTORS:

WILLIAM J. FORTUNE, G. SCOTT GAGON, RODNEY K. TURNER, ANDREW L. BACON,
JACK BRANDT, DEBRA MULCAHY, RICHARD A. WALTER

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,224
B. INTEREST-BEARING BALANCES.....	1,889
2. SECURITIES.....	15,952
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	10,095
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	19,176
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	1,738
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	17,438
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	2,095
7. OTHER REAL ESTATE OWNED.....	320
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	1,360
11. OTHER ASSETS.....	251
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	50,624
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	50,624

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	45,783
(1) NONINTEREST-BEARING.....	10,426
(2) INTEREST-BEARING.....	35,357
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	263
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	46,046
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	2,000
25. SURPLUS.....	2,520
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	58
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	4,578
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	4,578
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	50,624

OFFICERS:

GAROLD A. PRYOR, PRESIDENT; GAIL STENCEL, VICE PRESIDENT/CASHIER

DIRECTORS:

GAROLD A. PRYOR, STANLEY L. BAUMGARTNER, KIRK HOWELL, HENRY KAMMERZELL

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	503
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	816
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	680
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	6,719
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	149
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	6,570
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	210
7. OTHER REAL ESTATE OWNED.....	90
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	210
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	9,079
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)...	9,079

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	8,394
(1) NONINTEREST-BEARING.....	2,737
(2) INTEREST-BEARING.....	5,657
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	44
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	30
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	8,468
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	105
25. SURPLUS.....	228
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	278
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	611
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	611
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	9,079

OFFICERS:

ARTHUR ESGAR, CHAIRMAN OF THE BOARD; FREDERICK ESGAR, PRESIDENT/CEO;
DAVID ESGAR, VICE PRESIDENT; BRENT FRAZEE, CASHIER

DIRECTORS:

ARTHUR ESGAR, FREDERICK ESGAR, DAVID ESGAR, D. WAYNE HAYS,
RONALD WOLLERT, BRENT FRAZEE

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	179
B. INTEREST-BEARING BALANCES.....	1,584
2. SECURITIES.....	11,705
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	19,263
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	572
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	18,691
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	154
7. OTHER REAL ESTATE OWNED.....	280
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	517
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	33,110
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	33,110

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	26,275
(1) NONINTEREST-BEARING.....	3,624
(2) INTEREST-BEARING.....	22,651
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	124
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	226
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	26,625
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	110
25. SURPLUS.....	2,090
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	4,285
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	6,485
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	6,485
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	33,110

OFFICERS:

THOMAS PRENGER, PRESIDENT; CRAIG LICHTENWALNER, VICE PRESIDENT/CASHIER;
RODNEY S. UHRIG, VICE PRESIDENT

DIRECTORS:

THOMAS GODING, ROY DINSDALE, THOMAS PRENGER, BILLY SHUTTS, ED DUGGAN

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	3,048
B. INTEREST-BEARING BALANCES.....	776
2. SECURITIES.....	15,076
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	2,240
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	28,587
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	358
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	28,229
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	1,068
7. OTHER REAL ESTATE OWNED.....	302
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	1,213
11. OTHER ASSETS.....	810
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	52,762
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	52,762

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	42,523
(1) NONINTEREST-BEARING.....	8,141
(2) INTEREST-BEARING.....	34,382
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	4,894
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	332
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	47,749
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	300
25. SURPLUS.....	4,356
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	375
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	18
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	5,013
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	5,013
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	52,762

OFFICERS:

ROBERT G. EICHMAN, PRESIDENT; JOHN H. ELWELL, SR. VICE PRESIDENT;
KENNETH W. MOORE, VICE PRESIDENT; MARILYN CUMMINS, CASHIER;

DIRECTORS:

A. E. BORN, B. W. DOUGHERTY, R. G. EICHMAN, J. H. ELWELL, LUCILE FEHN,
M. E. MACDOUGALL, PETER R. SPAHN, CONRAD T. WILSON, DIAN ZIMMER

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	1,496
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	14,309
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	1,500
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	14,055
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	190
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	13,865
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	986
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	348
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	32,504
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	32,504

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	29,247
(1) NONINTEREST-BEARING.....	5,917
(2) INTEREST-BEARING.....	23,330
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	98
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	29,345
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	1,200
25. SURPLUS.....	1,000
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	959
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	3,159
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	3,159
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	32,504

OFFICERS:

GEORGE H. PEAKER, PRESIDENT;
CURTIS P. NOFFSINGER, VICE PRESIDENT

DIRECTORS:

GARY L. RIFE, GEORGE H. PEAKER, CURTIS P. NOFFSINGER, GERALD E. ZICH,
ROBERT D. BUCHANAN, STANLEY M. EVANS

DECEMBER 31, 1993
ASSETS:

DDD OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	563
B. INTEREST-BEARING BALANCES.....	100
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DE NOVO BRANCH BANKING FACILITY

<u>Bank Name/Location</u>	<u>Date Approved</u>	<u>Date Opened</u>
Farmers Industrial Bank Ault Branch Weld County Ault	05-20-93	07-12-93

RULES OF THE COLORADO STATE BANKING BOARD
PERTAINING TO INDUSTRIAL BANKS
(Promulgated, Repealed or Amended During the Period
January 1, 1993 through December 31, 1993)

AMENDED RULES

IB-41 Lending Limits [11-22-106(5)]

A. Definitions

For the purposes of this rule:

1. Loans and extensions of credit mean any direct or indirect advances of funds (including obligations of makers and endorser arising from discounting of commercial paper) to a person made on the basis of any obligation of that person to repay the funds, or repayable from specific property pledged by or on behalf of the person. Loans and extensions of credit also include a contractual commitment to advance funds as that term is defined in this section of this rule.
2. Person means an individual; sole proprietorship; partnership; joint venture; association; trust; estate; business trust; corporation; not-for-profit corporation; sovereign government or agency, instrumentality, or political subdivision thereof; or any similar entity or organization.
3. Contractual commitment to advance funds means:
 - a. An obligation to make payments (directly or indirectly) to a third party contingent upon default by the bank's customer in the performance of an obligation under the terms of that customer's contract with the third party or upon some other stated condition;
 - b. An obligation to guarantee or stand as a surety for the benefit of a third party; or
 - c. A qualifying commitment to lend (as defined in this section of this rule). The term includes, but is not limited to, standby letters of credit (as defined in this section of this rule), guarantees, puts or other similar arrangements.

For the purposes of this rule, undisbursed loan funds and loan commitments not yet drawn upon which are not qualifying commitments to lend, or which are not otherwise equivalent to a contractual commitment to advance funds as defined are not considered a contractual commitment to advance funds. This definition also does not include commercial letters of credit and similar instruments where the issuing bank expects the beneficiary to draw upon the issuer, which do not guarantee payment of money obligation, and which do not provided for payment in the event of default of the account party.

4. A standby letter of credit is any letter of credit, or similar arrangement, however named or described, which represents an obligation to the beneficiary on the part of the issuer (1) to repay money borrowed by or advanced to or for the account of the account party, or (2) to make payment on account of any indebtedness undertaken by the account party, or (3) to make payment on account of any default by the account party in the performance of an obligation.
5. Qualifying commitment to lend means a binding written commitment to lend which, when combined with all other outstanding loans and qualifying commitments to the borrower, is within the bank's lending limit on the date of the commitment and which has not been disqualified. A qualifying commitment to lend will be disqualified by any

loan or extension of credit made subsequent to the date of the qualifying commitment which, when combined with all other outstanding loans and qualifying commitments attributable to the borrower, would cause the total to exceed the bank's lending limit on the date of the loan or extension of credit. A disqualified loan commitment may be funded only to the extent that any advance under the commitment, when combined with all other outstanding loans and qualifying commitments to the borrower, does not exceed the bank's lending limit on the date of funding. The entire unfunded portions of qualifying loan commitments made last will be disqualified first, in reverse chronological order, until the sum of the disqualified commitments at least equals the amount of the loan or extension of credit which caused the total amount of the obligations attributable to a borrower to exceed the bank's lending limit. In determining whether the issuance of a commitment to lend would be within a bank's lending limit on the date of the commitment, the bank may deduct from the amount of the commitment the aggregate amount of legally binding written loan participations in that commitment by other financially responsible persons or institutions.

B. General Limitations

The total loans and extensions of credit by a bank to a person outstanding at one time and not fully secured, as determined in a manner consistent with section C of this rule, by collateral having a market value at least equal to the amount of the loan or extension of credit shall not exceed 15 percent of total capital of the bank.

C. Additional General Limitations: Loans Fully Secured by Readily Marketable Collateral

1. The total loans and extensions of credit by a bank to a person outstanding at one time and fully secured by readily marketable collateral having a market value, as determined by reliable and continuously available price quotations, at least equal to the amount of the funds outstanding shall not exceed 10 percent of the total capital of the bank. This limitation shall be separate from and in addition to the limitation contained in section B of this rule.
2. Each loan or extension of credit based on the forgoing limitation shall be secured by readily marketable collateral having a current market value of at least 100 percent of the amount of the loan or extension of credit at all times. Current market value means the bid or closing price listed for an item in a regularly published listing or an electronic reporting service.
3. For purposes of this rule, readily marketable collateral means financial instruments and bullion which are salable under ordinary circumstances with reasonable promptness at a fair market value determined by quotations based on actual transactions on an auction or a similarly available daily bid and ask price market. Financial instruments include stocks, notes, bond, and debentures traded on a national securities exchange, OTC margin stocks (as defined in Regulation U of the Federal Reserve Board), commercial paper, negotiable certificates of deposit, bankers' acceptances, and shares in money market and mutual funds of the type which issue shares in which banks may perfect a security interest.
4. Each bank must institute adequate procedures to ensure that the collateral value fully secures the outstanding loan at all times.
5. Financial instruments may be denominated in foreign currencies which are freely convertible to U.S. dollars. If collateral is denominated and payable in a currency other than that of the loan or extension of credit which it

secures, the bank's procedures must require that the collateral be revalued at least monthly, using appropriate foreign exchange rates, in addition to being repriced at current market value.

6. If collateral falls below 100 of the outstanding loan, to the extent that the loan is no longer in conformance with this section of this rule and exceeds the general 15 percent limitation, the loan must be brought into conformance within five (5) business days, except where judicial proceedings, regulatory actions, or other extraordinary occurrences prevent the bank from taking action.

D. Combining Loans to Separate Borrowers

1. General Rule

Loans or extensions of credit to one person will be attributed to other persons, for purposes of this rule, when (1) the proceeds of the loans or extensions of credit are to be used for the direct benefit of the other person or persons or (2) a common enterprise is deemed to exist between the persons.

2. Common Enterprise

- a. Whether two or more persons are engaged in a common enterprise will depend upon a realistic evaluation of the facts and circumstances of the particular transaction.
- b. Where the expected source of repayment for each loan or extension of credit is the same for each person, a common enterprise will be deemed to exist and the loans or extensions of credit must be combined.
- c. Where loans or extensions of credit are made to persons who are related through common control, including where one person is controlled by another person, a common enterprise will be deemed to exist if the persons are engaged in interdependent businesses or there is a substantial financial interdependence among them. A common enterprise will be deemed to exist when 50 percent or more of one person's gross receipts or gross expenditures (on an annual basis) are derived from transactions with one or more persons related through common control (as defined in this section of this rule). Gross receipts and expenditures include gross revenues/expenses, inter company loans, dividends, capital contributions, and similar receipts or payments.
- d. A common enterprise will also be deemed to exist when separate persons borrow from a bank for the purpose of acquiring a business enterprise of which those persons will own more than 50 percent of the voting securities.
- e. For purposes of section D subsection 2 c of this rule, control shall be presumed to exist when:
 - (1) One or more persons acting in concert directly or indirectly own, control, or have power to vote 25 percent of more of any class of voting securities of another person; or
 - (2) One or more persons acting in concert control, in any manner, the election of a majority of the directors, trustees, or other persons exercising similar functions of another person; or
 - (3) Any other circumstances exist which indicate that one or more persons acting in concert directly or indirectly exercises a controlling influence over the management or policies of another person.

3. Loans to Corporations

- a. For the purposes of section D subsection 3 of this rule, a corporation is a subsidiary of any person which owns or beneficially owns more than 50 percent of the voting stock of the corporation. Such ownership need not be direct. Thus, if A owns more than 50 percent of the voting stock of Corporation X which, in turn, owns more than 50 percent of the voting stock of Corporation Y, Corporation Y would be considered a subsidiary of both A and of Corporation X. For the purposes of this rule, corporation includes a limited liability company organized under the laws of certain states.
 - b. Loans and extensions of credit to a person and its subsidiary or to subsidiaries of one person need not be combined where the bank has determined that the person and subsidiaries involved are not engaged in a common enterprise as that term is defined in this section of this rule
 - c. Notwithstanding paragraph (3)(b) of this section of this rule, loans or extensions of credit by a bank to a corporate group may not exceed 50 percent of the bank's total capital. This aggregate limitation applies only to loans made pursuant to sections B and C of this rule. A corporate group includes a person and all of its subsidiaries.
4. Loans to Partnerships, Joint Ventures, and Associations
- a. Loans or extensions of credit to a partnership, joint venture, or association shall, for the purposes of this rule, be considered loans or extensions of credit to each member of such partnership, joint venture, or association.
 - b. Loans or extensions of credit to members of a partnership, joint venture, or association shall, for the purposes of this rule, be attributed to the partnership, joint venture, or association where one or more of the tests set forth in section D subsection 1 of this rule is satisfied with respect to one or more such members. However, loans to members of a partnership, joint venture, or association will not be attributed to other members of the partnership, joint venture, or association under this section of this rule unless one or more of the tests set forth in section D subsection 1 of this rule is satisfied with respect to such other members. The tests set forth in section D subsection 1 of this rule shall be deemed to be satisfied when loans or extensions of credit are made to members of a partnership, joint venture, or association for the purpose of purchasing an interest in such partnership, joint venture, or association.
 - c. The rule set forth in paragraph 4(a) of this subsection is not applicable to limited partners in limited partnerships or to members of joint ventures or associations if such partners or members, by terms of the partnership or membership agreement, are not to be held liable for the debts or actions of the partnership, joint venture, or association. However, the rules set forth in section D subsection 1 of this rule are applicable to such partners or members.

5. Loans to Foreign Governments, Their Agencies, and Instrumentalities

a. Means and Purpose Test

Notwithstanding paragraphs 1, 2, 3, and 4 of this section of this rule, loans and extensions of credit to foreign governments, their agencies, and instrumentalities will be combined with one another under this rule only if they fail to meet either of the following tests at the time the loan or extension of credit is made:

- (1) The borrower has resources or revenue of its own sufficient over time to service its debt obligations (means test);
- (2) The purpose of the loan or extension of credit is consistent with the purposes of the borrower's general business (purpose test).

b. Documentation

In order to show that the means and purpose tests have been satisfied, a bank shall, at a minimum, assemble and retain in its files the following items:

- (1) A statement (accompanied by supporting documentation) describing the legal status and the degree of financial and operational autonomy of the borrowing entity.
- (2) Financial statements for the borrowing entity for a minimum of three years prior to the date the loan or extension of credit was made or for each year less than three that the borrowing entity has been in existence.
- (3) Financial statements for each year the loan or extension of credit is outstanding.
- (4) The bank's assessments of the borrower's means of servicing the loan or extension of credit, including specific reasons in support of that assessment. The assessment shall include an analysis of the borrower's financial history, its present and projected economic and financial performance, and the significance of any financial support provided to the borrower by third parties, including the borrower's central government. If the government's support exceeds the borrower's annual revenues from other sources, it will be presumed that the means test has not been satisfied. No such presumption will be made, however, because of a guarantee by the central government of the borrower's debt.
- (5) A loan agreement or other written statement from the borrower which clearly describes the purpose of the loan or extension of credit. The written representation will ordinarily constitute sufficient evidence that the purpose test has been satisfied. However, when, at the time the funds are disbursed, the bank knows or has reason to know of other information suggesting that the borrower will use the proceeds in a manner inconsistent with the written representation, it may not, without further inquiry, accept the representation.

c. Restructured Loans

- (1) Non-combination rule -- Notwithstanding paragraphs 1, 2, 3, and 4 of this section, when previously outstanding loans and other extensions of credit to a foreign government, its agencies, and instrumentalities (i.e., public-sector obligors) that qualified for a separate lending limit under paragraph 5 a of this section are

consolidated under a central obligor in a qualifying restructuring, such loans will not be combined and attributed to the central obligor, notwithstanding any substitution in named obligors, solely because of the restructuring. Such loans (other than loans originally attributed to the central obligor in their own right) will not be considered obligations of the central obligor and will continue to be attributed to the original public-sector obligor for the purposes of the lending limit.

- (2) Qualifying Restructuring -- Loans and other extensions of credit to a foreign government, its agencies, and instrumentalities will qualify for the non-combination process under paragraph 5 c (1) of this section only if they are restructured in a sovereign debt restructuring approved by the Banking Board, upon request by a bank, for application of the non-combination rule. The factors which the Banking Board will use in making this determination include, but are not limited to, the following:

- (a) Whether the restructuring involves a substantial portion of the total commercial bank loans outstanding to the foreign government, its agencies, and instrumentalities;
- (b) Whether the restructuring involves a substantial number of the foreign country's external commercial bank creditors;
- (c) Whether restructuring and consolidation under a central obligor is being done primarily to facilitate external debt management; and
- (d) Whether the restructuring includes features of debt or debt-service reduction.

- (3) Fifty percent aggregate Limit -- With respect to any case in which the non-combination process under paragraph 5 c (1) of this section applies, a bank's loans and other extensions of credit to a foreign government, its agencies, and instrumentalities, and all other public-sector borrowers (including restructured debt) shall not exceed, in the aggregate, 50 percent of the bank's total capital.

E. Exceptions to the Lending Limits

1. Discount of Commercial or Business Paper

- a. Loans or extensions of credit arising from the discount of commercial or business paper evidencing an obligation to the person negotiating it with recourse shall not be subject to any limitation based on capital.
- b. This exception applies to negotiable paper given in payment of the purchase price of commodities in domestic or export transactions purchased for resale or to be used in connection with the fabrication of a product, or to be used for any other business purpose which may reasonably be expected to provide funds for payment of the paper. Loans or extensions of credit arising from the discount of paper of the kind described in this paragraph must bear the full recourse endorsement of the owner. However, loans or extensions of credit arising from the discount of such paper in export transactions may be endorsed by such owner without recourse or with limited recourse, or may be accompanied by a separate agreement for limited recourse; provided, that if transferred without full recourse, the paper must be supported by an assignment

of appropriate insurance covering the political, credit, and transfer risks applicable to the paper. Insurance provided by the Export-Import Bank or the Foreign Credit Insurance Association is considered appropriate for this purpose. Loans or extensions of credit based on this exception are not subject to any limitation.

- c. Since the reason for the unlimited credit under this exception is that the paper arises from the sale of a commodity which may reasonably be expected to provide funds for payment of the paper, failure to pay either principal or interest when due removes the reason for unlimited credit. Therefore, although the line of credit to the maker or endorser should not be classified as excessive by reason of such default, the paper on which the default has occurred must be thereafter be taken into consideration in determining whether additional loans or extensions of credit may be made within the limits of this rule. The same principles of disqualification from the exception applies to any renewal or extension of either the entire loan or an installment thereof.

2. Bankers' Acceptances

- a. The purchase of bankers' acceptances of the kind described in 12USC 372 and issued by other banks shall not be subject to any limitations based on capital.
- b. This exception permits the purchase by a bank without limitation of bankers' acceptances created by other banks, provided that such acceptances are of the kind described in 12USC 372 (eligible acceptances). Acceptances other than those described in 12USC 372 must be included within the purchasing bank's lending limit to each acceptor bank.
- c. The limits under which a bank may itself accept drafts eligible for rediscount are contained in 12USC 372. These limits are distinct from the limits in this rule. Acceptances by a bank of ineligible drafts, i.e., time drafts which do not meet the requirements for discount with a Federal Reserve bank, are subject to the limitations of this rule.
- d. During any period within which a bank holds its own acceptances, eligible or ineligible, having a given value therefor, the amount given is considered, for purposes of this rule, to be a loan or extension of credit to the customer for whom the acceptance was made and is subject to the lending limits. To the extent that a loan or extension of credit created by discounting the acceptance is covered by a bona fide participation agreement, the discounting bank need only consider that portion of the discounted acceptance which it retains as being subject to the limitations of this rule.

3. Loans Secured by Bills of Lading or Warehouse Receipts Covering Readily Marketable Staples

- a. Loans and extensions of credit secured by bills of lading, warehouse receipts, or similar documents transferring or securing title to readily marketable staples shall be subject to a limitation of 35 percent of total capital in addition to the general limitations if the market value of the staples securing each additional loan or extension of credit at all times equals or exceeds 115 percent of the outstanding amount of such loan or extension of credit. The staples shall be fully covered by insurance whenever it is customary to insure such staples.

- b. This exception allows a bank to make loans or extensions of credit to one person in an amount equal to 35 percent of its total capital in addition to the general 15 percent permitted by section B of this rule and in addition to the 10 percent permitted by section C of this rule, provided the collateral requirements of section C are met.
- c. A readily marketable staple means an article of commerce, agriculture, or industry of such uses as to make it the subject of dealings in a ready market with sufficiently frequent price quotations as to make (1) the price easily and definitely ascertainable, and (2) the staple itself easy to realize upon sale at any time at a price which would not involve any considerable sacrifice from the amount at which it is valued as collateral.

Staples eligible for this exception must be non perishable, may be refrigerated or frozen, and must be fully covered by insurance when such insurance is customary. This exception is intended to apply primarily to basic commodities, such as wheat and other grains, cotton, wool, and basic metals such as tin, copper, lead, and the like. Whether a commodity is readily marketable depends upon existing conditions and it is possible that a commodity that qualifies at one time may cease to qualify at a later date. Fabricated commodities which do not constitute standardized interchangeable units and do not possess uniformly broad marketability do not qualify as readily marketable collateral.

- d. Commodities sometimes fail to qualify as non perishable because of the manner in which they are handled or stored during the life of the loan or extension of credit. Accordingly, the question as to whether the staple is non perishable must be determined on a case-by-case basis.
- e. This exception is applicable to a loan or extension of credit arising from a single transaction or secured by the same staples for (1) not more than 10 months if secured by non perishable staples; and (2) not more than six months if secured by refrigerated or frozen staples.
- f. The important characteristic of warehouse receipts, order bills of lading, or other similar documents is that the holder of such documents has control of the commodity and can obtain immediate possession. (However, the existence of brief notice periods, or similar procedural requirements under state law, for the disposal of the collateral will not affect the eligibility of instruments for this exception.) Only documents with these characteristics are eligible security for loans under this exception. In the event of default on a loan secured by such documents, the bank must be in a position to sell the underlying commodity and promptly transfer title and possession to the purchaser, thus being able to protect itself without extended litigation. Generally, documents qualifying as documents of title under the Uniform Commercial Code are similar documents qualifying for this exception.
- g. Field warehouse receipts are an acceptable form of collateral when they are issued by a duly bonded and licensed grain elevator or warehouse having exclusive possession and control of the commodities even though the grain elevator or warehouse is maintained on the commodity owner's premise.

- h. Warehouse receipts issued by the borrower-owner which is a grain elevator or warehouse company, duly-bonded and licensed and regularly inspected by state or federal authorities, may be considered eligible collateral under this exception only when the receipts are registered with an independent registrar whose consent is required before the commodities can be withdrawn from the warehouse.
- 4. Loans Secured by U.S. Obligations
 - a. Loans or extensions of credit secured by bonds, notes, certificates of indebtedness, or Treasury bills of the United States or by other such obligations fully guaranteed as to principal and interest by the United States shall not be subject to any limitation based on capital.
 - b. This exception applies only to the extent that loans or extensions of credit are fully secured by the current market value of obligations of the United States or guaranteed by the United States.
 - c. If the market value of the collateral declines to the extent that the loan is no longer in conformance with this exception and exceeds the general 15 percent limitation, the loan must be brought into conformance within five business days.
- 5. Loans to or Guaranteed by a Federal Agency
 - a. Loans or extensions of credit to or secured by unconditional takeout commitments or guarantees of any department, agency, bureau, board, commission, or establishment of the United States or any corporation wholly owned directly or indirectly by the United States shall not be subject to any limitation based on capital.
 - b. This exception may apply to only that portion of the loan or extension of credit that is covered by a federal guarantee or commitment.
 - c. For purposes of this exception, the commitment or guarantee must be payable in cash or its equivalent within sixty days after demand for payment is made.
 - d. A guarantee or commitment is unconditional if the protection afforded the bank is not substantially diminished or impaired in the case of loss resulting from factors beyond the bank's control. Protection against loss is not materially diminished or impaired by procedural requirements, such as an agreement to take over only in the event of default, including default over a specific period of time, a requirement that notification of default be given within a specified period after its occurrence, or a requirement of good faith on the part of the bank.
- 6. Loans Secured by Segregated Deposit Accounts
 - a. Loans or extensions of credit secured by a segregated deposit account in the lending bank shall not be subject to any limitation based on capital.
 - b. The bank must ensure that a security interest has been perfected in the deposit, including the assignment of a specifically identified deposit and any other actions required by state law.
 - c. Deposit accounts which may qualify for this exception include deposits in any form generally recognized as deposits. In the case of a deposit eligible for withdrawal prior to the maturity of the secured loan,

the bank must establish internal procedures which will prevent the release of the security.

- d. A deposit which is denominated and payable in a currency other than that of the loan or extension of credit which it secures may be eligible for this exception if it is freely convertible to U.S. dollars. The deposit must be revalued at least monthly, using appropriate foreign exchange rates, to ensure that the loan or extension of credit remains fully secured. This exception applies to only that portion of the loan or extension of credit that is covered by the U.S. dollar value of the deposit. If the U.S. dollar value of the deposit falls to the extent that the loan is in non conformance with this exception and exceeds the general 15 percent limitation, the loan must be brought into conformance within five business days, except where judicial proceedings, regulatory actions, or other extraordinary occurrences prevent the bank from taking such action. This exception is not authority for banks to take deposits denominated in foreign currencies.
7. Loans to Financial Institutions with the Approval of the Banking Board.
 - a. Loans or extensions of credit to any financial institution or to any receiver, conservator, or other agent in charge of the business and property of such financial institution, when such loans or extensions of credit are approved by the Banking Board, shall not be subject to any limitation based on capital.
 - b. This exception is intended to apply only in emergency situations where a bank is called upon to provide assistance to another financial institution.
 - c. For purposes of this subsection 7, financial institution means a commercial bank, savings bank, trust company, savings and loan association, or credit union.
 8. Discount of Installment Consumer Paper
 - a. Loans and extensions of credit arising from the discount of negotiable or nonnegotiable installment consumer paper which carries a full recourse endorsement or unconditional guarantee by the person transferring the paper shall be subject under this rule to a maximum limitation equal to 25 percent of total capital, notwithstanding the collateral requirements set forth in section C of this rule.
 - b. If the bank's files or the knowledge of its officers of the financial condition of each maker of such consumer paper is reasonably adequate, and an officer of the bank designated for that purpose by the board of directors of the bank certifies in writing that the bank is relying primarily upon the responsibility of each maker for payment of such loans or extensions of credit and not upon any full or partial recourse endorsement or guarantee by the transferor, the limitations of this rule as to the loans or extensions of credit of each such maker shall be the sole applicable loan limitations.
 - c. This exception allows a bank to discount negotiable or nonnegotiable installment consumer paper of one person in an amount equal to 10 percent of its total capital (in addition to the 15 percent permitted by section B of this rule) if the paper carries a full recourse endorsement or unconditional guarantee by the seller transferring such paper. The unconditional guarantee may be in the form of a repurchase agreement or a

separate guarantee agreement. A condition reasonably within the power of the bank to perform, such as repossession of collateral, will not be considered to make conditional an otherwise unconditional agreement.

- d. For purposes of this subsection 8, consumer means the user of any products, commodities, goods, or services, whether leased or purchased, and does not include any person who purchases products of commodities for the purpose of resale or for fabrication into goods for sale.
- e. For purposes of this subsection 8, consumer paper includes paper relating to automobiles, mobile homes, residences, office equipment, household items, tuition fees, insurance premium fees, and similar consumer items. Also included is paper covering the lease (where the bank is not the owner or lessor) or purchase of equipment for use in manufacturing, farming, construction, or excavation.
- f. Under certain circumstances, installment consumer paper which otherwise meets the requirements of this exception will be considered a loan or extension of credit to the maker of the paper rather than the seller of the paper. Specifically, where --
 - (1) Through the bank's files it has been determined that the financial condition of each maker is reasonably adequate to repay the loan or extension of credit, and
 - (2) An officer designated by the bank's Chairman or Chief Executive Officer pursuant to authorization by the Board of Directors certifies in writing that the bank is relying primarily upon the maker to repay the loan or extension of credit, the loan or extension of credit is subject only to the lending limits of the maker paper.

Where paper is purchased in substantial quantities, the records, evaluation, and certification may be in such form as is appropriate for the class and quantity of the paper involved.

9. Loans Secured by Livestock

- a. Loans and extensions of credit secured by shipping documents or instruments transferring or securing title covering livestock or giving a lien on livestock when the market value of the livestock securing the obligation is not at any time less than 115 percent of the face amount of the note covered, shall be subject under this section, notwithstanding the collateral requirements set forth in section C of this rule, to a maximum limitation equal to 25 percent of total capital.
- b. This exception allows a bank to make loans or extensions of credit to one person in an amount equal to 10 percent of its total capital (in addition to the 15 percent permitted by section B of this rule), if the loans or extensions of credit are secured by livestock having a market value at least equal to 115 percent of the outstanding loan balance at all times. The loans or extensions of credit may be secured by shipping documents or other instruments which transfer title to, secure title to, or give a first lien on livestock. Livestock includes dairy and beef cattle, hogs, sheep, goats, horses, mules, poultry, and fish, whether or not held for resale. To support compliance with this exception, the bank must maintain in its files an inspection and appraisal report on the livestock pledged. The inspection and appraisal report should be

performed at least every 12 months, or more frequently as deemed prudent.

- c. Under the laws of this state, a person furnishing pasturage under a grazing contract may have a lien on the livestock for the amount due for pasturage. If the lien which is based on pasturage furnished by the lien or prior to the making of the loan is assigned to the bank by recordable instrument and is protected against being defeated by some other lien or claim, by payment to a person other than the bank, or otherwise, it would qualify under this exception provided the amount of such perfected lien is at least equal to the amount of the loan and the value of the livestock is at no time less than 115 percent of the loan. Where the amount due under the grazing contract is dependent upon future performance thereunder, the resulting lien has merely prospective value and does not meet the requirements of the exception.

10. Loans Secured by Dairy Cattle

- a. Loans and extensions of credit which arise from the discount by dealers in dairy cattle of paper given in payment for dairy cattle, which paper carries a full recourse endorsement or unconditional guarantee of the seller, and which are secured by the cattle being sold, shall be subject under this section, notwithstanding the collateral requirements set forth in section C of this rule, to a limitation of 25 percent of total capital.
- b. This exception allows a bank to discount paper of one person given in payment for dairy cattle in an amount equal to 10 percent of its total capital (in addition to the 15 percent permitted by section B of this rule). The discounted paper must carry the full recourse endorsement or unconditional guarantee of the seller and the dairy cattle must secure the debt. Liens on cattle may be in any form which allows the bank to maintain a perfected security interest in the cattle.
- c. This exception for loans and extensions of credit secured by livestock is separate and apart from the exception for loans and extensions of credit created by the discount of paper for the purchase of dairy cattle. Therefore, a bank may make loans or extensions of credit to one person secured by each type of collateral in an amount equal to 10 percent of its total capital (in addition to the 15 percent permitted under section B of this rule).

11. Loans to Student Marketing Association -- Loans or extensions of credit to the Student Marketing Association shall not be subject to any limitation based on capital.

F. Substitute Lending Limit for Bank with Agricultural or Oil and Gas Loans

1. For the purposes of this section:

- a. Agricultural loans include loans or extensions of credit secured by farmland, loans to finance agricultural production and other loans to farms reported in the bank's Report of Condition and Income (Call Report). The following are examples of such types of loans: for growing and storing of crops, breeding and marketing of livestock, financing fisheries, purchases of farm machinery and equipment, maintenance and operation of the farm, and discounted notes of farmers.
- b. Oil and gas loans include loans or extensions of credit to oil companies, petroleum refiners, and companies

primarily engaged in the oil- and gas-related business, for example: operating oil and gas field properties, contract drilling, performing exploration services on a contract basis, performing oil and gas field services, manufacturing or leasing of oil field machinery and equipment, pipeline transportation of petroleum, natural gas transmission or distribution, and investing in oil and gas royalties or leases.

- c. Special category loan charge-offs mean agricultural or oil and gas loans charged-off during the period from January 1, 1986, through December 31, 1989, which have been or will be reported in a special memorandum item in the bank's Call Report in accordance with the Banking Board's or a federal regulator's capital forbearance policy.
2. A bank which has special category loan charge-offs resulting in a reduction in its capital since December 31, 1985, may substitute a lending limit calculated under this section for the general limitation provided in section B of this rule, up to a maximum amount of 20 percent of total capital, until January 1, 1995.
3. The substitute lending limit in paragraph 2 of this section is the lesser of the following amounts:
 - a. 15 percent of total capital on December 31, 1985; or
 - b. 15 percent of the total of:
 - (1) The difference between the sum of special category loan charge-offs and the sum of recoveries on those charge-offs; plus
 - (2) Total capital; or
 - c. 20 percent of the total capital.

G. Obligations of Accommodation Parties

The liability of a drawer, endorser, or guarantor who does not receive any of the proceeds, or the benefit of the proceeds, of the loan or extension of credit is not a loan or extension of credit to such person for purposes of this rule unless one of the tests set forth in section D 1 of this rule is satisfied.

H. Sale of Federal Funds

1. Sale of federal funds means, for purposes of this section, any transaction among depository institutions involving the transfer of immediately available funds resulting from credits to deposit balances at Federal Reserve banks or from credits to new or existing deposit balances due from a correspondent depository institution.
2. Sales of federal funds with a maturity of one business day or under a continuing contract are not loans and extensions of credit for purposes of this rule. However, sales of federal funds with a maturity of more than one business day are subject to the lending limits.
3. A continuing contract refers to an agreement that remains in effect for more than one business day but has no specified maturity and requires no advance notice of termination.

I. Purchase of Securities Subject to Repurchase Agreement

1. The purchase of Type I securities, as defined in 12CFR 1.3(c) and referenced in Banking Board rule IB-56, subject to an agreement that the seller will repurchase at the end of a stated period is not a loan or extension of credit for purposes of this rule.
2. The purchase of other types of securities subject to an agreement that the seller will repurchase at the end of a stated period is regarded as a loan from the purchasing bank to the seller and not as an obligation of the underlying obligor of the security

J. Purchase of Third-Party Paper

Where a bank purchases third-party paper subject to an agreement that the seller will repurchase the paper upon default or at the end of a stated period after default, the seller's obligation to repurchase is subject to this rule and is measured by the total unpaid balance of the paper owned by the bank less any applicable dealer reserves. Where the seller's obligation to repurchase is limited, the seller's total loans or extensions of credit, for the purpose of this rule, are measured by the total amount of paper the seller may ultimately be obligated to repurchase. Where no more than an agreed percentage of the purchase price is retained by the bank and credited to a reserve to be held as a form of collateral security, but the bank has no direct or indirect recourse to the seller, the loans or extensions of credit do not constitute loans or extensions of credit to the seller subject to the limitations of this rule.

K. Overdrafts

Overdrafts, whether or not prearranged, are loans and extensions of credit for purposes of this rule. This rule does not apply to intra-day or daylight overdrafts.

L. Loans Charged Off in Whole or in Part

The lending limits apply to all existing loans or extensions of credit to a person by the bank, including loans or extensions of credit which have been charged off on the books of the bank in whole or in part. Loans or extensions of credit which have become unenforceable by reason of discharge in bankruptcy or are no longer legally enforceable for other reasons are not loans and extensions of credit for purposes of this rule.

M. Sale of Loan Participations

1. When a bank sells a participation in a loan or extension of credit, including the discount of a bank's own acceptance, that portion of the loan that is sold on a nonrecourse basis will not be applied to the bank's lending limits. In order to remove a loan or extension of credit from a bank's lending limit, a participation must result in a pro rata sharing of credit risk proportionate to the respective interests of the originating and participating lenders. This is so even where the participation agreement provides that repayment must be applied first to the shares sold. In that case, the pro rata sharing may only be accomplished if the agreement also provides that, in case of a default or comparable event defined in the agreement, participants shall share in all subsequent repayments and collections in proportion to the percentage of participation at the time of the occurrence of the event.
2. The provisions of the above paragraph apply to all loans and extensions of credit as defined in section A of this rule, including contractual commitment(s) to advance funds, as defined in section A of this rule.

N. Interest or Discount on Loans

The lending limits do not apply to the portion of a loan or extension of credit that represents accrued or discounted interest.

O. Loans to or Guaranteed by General Obligations of a State or Political Subdivision.

1. A loan or extension of credit to a bank customer which is guaranteed or fully secured by a general obligation of any State or political subdivision thereof, within the meaning of 12CFR 1.3, is not considered an obligation of the customer for purposes of this rule. The lending bank should obtain the opinion of competent counsel that the guarantee or collateral is a valid and enforceable obligation of the public body.
2. A loan or extension of credit to a State or political subdivision thereof is not subject to any limitation based on capital if the loan or extension of credit constitutes a general obligation of the State or political subdivision within the meaning of 12CFR 1.3. The lending bank should obtain the opinion of competent counsel that the loan or extension of credit is a valid and enforceable obligation of the borrower.

P. Loans to Industrial Development Authorities

A loan or extension of credit to an industrial development authority or similar public entity created for the purpose of constructing and leasing a plant facility, including a health care facility, to an industrial occupant is not a loan or extension of credit to the authority for the purposes of this rule if:

1. The bank relies on the credit of the industrial occupant in making the loan;
2. The authority's liability with respect to the loan is limited solely to whatever interest it has in the particular facility;
3. The authority's interest is assigned to the bank as security for the loan or a promissory note from the lessee to the bank provides a higher order of security than the assignment of a lease; and
4. The industrial occupant's lease rentals are assigned and paid directly to the bank.

A loan or extension of credit meeting the above criteria will be deemed a loan or extension of credit to the lessee and will be combined with other obligations of the lessee for the purposes of this rule.

Q. Separate Limitations for Investment Securities

A bank may make loans or extensions of credit to one borrower up to the full amount permitted by this rule and also hold eligible investment securities of the same obligor up to the full amount permitted by Banking Board rule IB-56. In order for a security to be an "investment security" it must be eligible for investment by a bank in accordance with the standards set forth in Banking Board rule IB-56.

R. Approval by Banking Board

Upon application by an institution to the Banking Board, the Banking Board may allow an institution to exceed the lending limit for a specific loan or extension of credit if the institution proves that the loan or extension of credit will not adversely impact the safe and sound operations of the institution or the protection of the depositors. In making its decision, the

Banking Board shall consider the quality of the loan or extension of credit and the benefit to the community of the loan or extension of credit.

The Banking Board also shall have authority to determine when a loan putatively made to a person shall for purposes of this section be attributed to another person.

S. Reference:

Regulation U, also know as 12USC 221, is a law enacted by the United States Congress and administered by the Board of Governors of the Federal Reserve System. This rule does not include amendments to or editions of the referenced material later than the effective date of the rule, January 30, 1993.

12 USC 372 is a law enacted by the United States Congress and administered by the Board of Governors of the Federal Reserve System. This rule does not include amendments to or editions of the referenced material later than the effective date of the rule, January 30, 1993.

12 CFR 1.3 is a regulation issued and administered by the Comptroller of the Currency under the general authority of the national banking laws, 12 USC 1 et seq. and under specific authority contained in paragraph Seventh of 12 USC 24. This rule does not include amendments to or editions of the referenced material later than the effective date of the rule, January 30, 1993.

For more detailed information pertaining to these provisions, please contact the secretary for the State Banking Board at 1560 Broadway, Suite 1175, Denver, Colorado 80202, (303) 894-7575.

IB-42

Reports of New Executive Officers, Directors, and Persons in Control and Related Late Filing Penalty [11-22-109(2.1) and (2.2)]

- A. Any person who becomes an executive officer, director, or person responsible, directly or indirectly, for the management, control or operation of an industrial bank, must notify in writing the Division of Banking within 90 days thereafter. The written notice must include a statement describing any civil or criminal offenses of such person has been found guilty or liable by any federal or state court or federal or state regulatory agency.
- B. In addition, any person who becomes an executive officer, director, or person responsible, directly or indirectly, for the management, control, or operation of an industrial bank, must file a biographical report with the Division of Banking within 90 days thereafter, if
 1. The industrial bank has been chartered less than two years;
 2. Within the preceding two years, the industrial bank has undergone a change in control that required a notice to be filed pursuant to C.R.S. 11-2-109(4);
 3. Within the preceding two years, the bank holding company became a registered bank holding company, unless the bank holding company is owned or controlled by a registered bank holding company, or the bank holding company was established in a reorganization in which substantially all of the shareholders of the bank holding company were shareholders of the industrial bank prior to the bank holding company's formation; or

4. The industrial bank or bank holding company is not in compliance with all minimum capital requirements applicable to the institution as determined on the basis of the institution's most recent report of condition, examination, or is otherwise in a troubled condition as indicated by a composite rating of 3, 4, or 5 at the institution's most recent examination by a state or federal bank regulator.

The biographical report to be filed with the Division of Banking may be either on the form provided by the Division of Banking or the form filed with the institution's federal regulator for reporting the change of executive officer, director, or person in control.

- C. For the purposes of this rule, except as provided in paragraph D, the term director does not include an advisory director who:
 1. Is not elected by the shareholders of the industrial bank;
 2. Is not authorized to vote on any matters before the board of directors; and
 3. Provides solely general policy advice to the board of directors.
- D. The Banking Board or the Division of Banking may otherwise determine that additional reporting is required of any person who becomes an executive officer, director, or person in control. Written notice will be provided by the Division of Banking to such person of any additional requirements.
- E. The Banking Board may assess a \$25.00 per day penalty for late filing of reports of new executive officers, directors, and persons in control which are required by C.R.S. 11-2-109(6) and (7) and this rule. Said penalty may be waived by the Banking Board pursuant to statute. Filing of an incorrect report form is not grounds for the waiving of the penalty.

IB-45 Qualifications for Independent Person(s) Assuming Responsibility for Due Care of Directors' Examinations [11-3-115(3)(b)]

A. Qualifications

The following persons may qualify to be responsible for conducting a directors' examination of state-chartered banks:

1. A Certified Public Accountant(s) who holds an active certificate under the laws of this state.
2. A qualified independent person(s) or firm whose credentials have been submitted to and approved by the Colorado State Banking Board to conduct such examinations. The Banking Board will take into consideration such things as past proven work of the person or firm, professional reputation, training and education, and capacity to perform the examination in a timely manner.
3. The Banking Board reserves the right to revoke any previously approved qualification for due cause.

B. Independence

A person who conducts or reviews and/or approves a directors' examination (person) of a state-chartered bank (institution) must be independent with respect to the institution in fact and appearance.

Independence will be considered impaired if, for example, during the period of the directors examination, or at the time of the issuing of the report, the person:

1. Had or was committed to acquire any direct or material indirect financial interest in the institution;
2. Was a trustee of any trust or executor or administrator of any estate if such trust or estate had or was committed to acquire any direct or material indirect financial interest in the institution;
3. Had any joint closely-held business investment with the institution or any officer, director, or principal stockholder thereof which was material in relation to the net worth of either the institution or the person; or
4. Had any loan to or from the institution or any officer, director, or principal shareholder thereof other than loans of the following kinds made by a financial institution under normal lending procedures, terms and requirements:
 - a. Loans obtained by the person which are not material in relation to the net worth of the borrower;
 - b. Home mortgages; and
 - c. Other secured loans, except those secured solely by a guarantee of the person.

Independence will also be considered to be impaired if, during the period covered by the financial statements, during the period of the directors' examinations, or at the time of the issuing of the report, the person:

1. Was connected with the institution as a promoter, underwriter, voting trustee, director or officer, or in any capacity equivalent to that of a member of management or of an employee;
2. Was a trustee for any pension or profit sharing trust of the institution;
3. Received or had a commitment to receive other compensation from the institution or a third party, for services or products of others to be procured by the institution; or
4. Received or had a commitment from the institution to receive a contingent fee. For this purpose, a contingent fee means compensation for the performance of services payment of which, or the amount of which, is contingent upon the findings or results of such services.

IB-47 Risk-Based Capital Definitions and Adequacy. [11-22-105]

A. Purpose.

An important function of the State Banking Board (Board) and the Division of Banking is to evaluate the adequacy of capital maintained by each regulated institution. Such an evaluation involves the consideration of numerous factors, including the riskiness of an institution's assets and off-balance sheet items. This Rule implements the Board's risk-based capital guidelines.

The risk-based capital guidelines establish a minimum capital ratio. Most institutions will be expected to maintain a capital ratio that is above the minimum. The primary focus of the risk-based capital guidelines is credit risk. The guidelines do not explicitly address other types of risk affecting an institution's condition, such as interest rate risk, asset concentrations, and operational risks. Therefore, the level of capital required for an individual institution will depend on that institution's total risk profile, as determined through the supervisory process.

Certain components of capital, categories of on-balance sheet assets, and categories of off-balance sheet items appearing in this rule may not apply to state chartered commercial banks.

Nothing in this rule shall be construed to increase the powers of state chartered commercial banks.

B. **Definitions.** For the purposes of this Rule, the following definitions apply:

1. "Allowances for loan and lease losses" means the balance of the valuation reserve on December 31, 1968, plus additions to the reserve charged to operations since that date, less losses charged against the allowance net of recoveries.
2. "Associated company" means any corporation partnership, business trust, joint venture, association or similar organization in which an institution directly or indirectly holds a 20 to 50 percent ownership interest.
3. "Banking and finance subsidiary" means any subsidiary of an institution that engages in banking and finance-related activities.
4. "Cash items in the process of collection" means checks or drafts in the process of collection that are drawn on another depository institution, including a central bank and that are payable immediately upon presentation in the country in which the reporting institution's office that is clearing or collecting the check or draft is located; U.S. Government checks that are drawn on the United States Treasury or any other U.S. Government or Government-sponsored agency and that are payable immediately upon presentation; broker's security drafts and commodity or bill-of-lading drafts payable immediately upon presentation in the United States or the country in which the reporting bank's office that is handling the drafts is located; and unposted debits.
5. "Central government" means the national governing authority of a country; it includes the departments of ministries and agencies of the central government and the central bank. The U.S. Central Bank includes the 12 Federal Reserve Banks. The definition does not include the following: State, provincial or local governments; commercial enterprises owned by the central government, which are entities engaged in activities involving trade, commerce or profit that are generally conducted or performed in the private sector of the United States economy; and noncentral government entities whose obligations are guaranteed by the central government.
6. "Commitment" means any arrangement that obligates an institution to:
 - a. Purchase loans or securities; or
 - b. Extend credit in the form of loans or leases, participations in loans or leases, overdraft facilities, revolving credit facilities, or similar transactions.
7. "Common stockholders' equity" means common stock, common stock surplus, undivided profits, capital reserves, adjustments for the cumulative effect of foreign currency translation and net of unrealized losses on noncurrent marketable equity securities.
8. "Conditional guarantee" means a contingent obligation of the United States Government or its agencies, or the central government of an OECD country, the validity of which to the beneficiary is dependent upon some affirmative action--e.g., servicing requirements--on the part of the beneficiary of the guarantee or a third party.
9. "Depository institution" means a financial institution that engages in the business of banking; that is recognized as a bank by the bank supervisory or monetary authorities of the country of its incorporation and the country of its principal banking operations; that receives deposits to a substantial extent in the regular course of business; and that has the power to accept demand deposits. In the U.S., this definition encompasses all federally insured offices of commercial banks, mutual and stock savings banks, savings or building and loan associations (stock and mutual), cooperative banks, credit unions, and international banking facilities of domestic depository institutions. In addition, this definition encompasses all federally insured, Colorado state chartered offices of industrial banks and trust companies. Bank holding companies are excluded from this definition. For the purposes of assigning risk weights,

- the differentiation between OECD depository institutions and non-OECD depository institutions is based on the country of incorporation. Claims on branches and agencies of foreign banks located in the United States are to be categorized on the basis of the parent bank's country of incorporation.
10. "Exchange rate contracts" include: Cross-currency interest rate swaps; forward foreign exchange rate contracts; currency options purchased; and any similar instrument that, in the opinion of the Board gives rise to similar risks.
 11. "Goodwill" means an intangible asset that represents the excess of the purchase price over the fair market value of tangible and identifiable intangible assets acquired in purchases accounted for under the purchase method of accounting.
 12. "Intangible assets" include, but are not limited to, purchased mortgage and credit card servicing rights, goodwill, favorable leaseholds, and core deposit value.
 13. "Interest rate contracts" include: Single currency interest rate swaps; basis swaps; forward rate agreements; interest rate options purchased; forward deposits accepted; and any similar instrument that, in the opinion of the Board, gives rise to similar risks, including when-issued securities.
 14. "Novation" means a bilateral contract between two counterparties under which any obligation to each other to deliver a given currency on a given date is automatically amalgamated with all other obligations for the same currency and value date, legally substituting one single net amount for the previous gross obligations.
 15. "OECD-based country" means a member of the grouping of countries that are full members of the Organization of Economic Cooperation and Development, plus countries that have concluded special lending arrangements with the International Monetary Fund (IMF) associated with the IMF's General Arrangements to Borrow. These countries are hereinafter referred to as "OECD countries".
 16. "Original maturity" means, with respect to a commitment, the earliest date after a commitment is made on which the commitment is scheduled to expire (i.e., it will reach its stated maturity and cease to be binding on either party), provided that either:
 - a. The commitment is not subject to extension or renewal and will actually expire on its stated expiration date, or
 - b. If the commitment is subject to extension or renewal beyond its stated expiration date, the stated expiration date will be deemed the original maturity only if the extension or renewal must be based upon terms and conditions independently negotiated in good faith with the customer at the time of the extension or renewal and upon a new, bona fide credit analysis utilizing current information on financial condition and trends.
 17. "Preferred stock" includes the following instruments:
 - a. "Convertible preferred stock," which means preferred stock that is mandatorily convertible into either common or perpetual preferred stock;
 - b. "Intermediate-term preferred stock," which means preferred stock with an original maturity of at least five years, but less than 20 years;
 - c. "Long-term preferred stock," which means preferred stock with an original maturity of 20 years or more; and
 - d. "Perpetual preferred stock," which means preferred stock without a fixed maturity date that cannot be redeemed at the option of the holder, and that has no other provisions that will require future redemption of the issue.

For purposes of these instruments, preferred stock that can be redeemed at the option of the holder is deemed to have an "original maturity" of the earliest possible date on which it may be so redeemed.
 18. "Public-sector entities" include states, local authorities and governmental subdivisions below the central government level in an OECD country. In the United States, this definition encompasses a state, county, city, town, or other municipal corporation, a public authority, and generally any

publicly-owned entity that is an instrumentality of a state or municipal corporation. This definition does not include commercial companies owned by the public sector.

19. "Reciprocal holdings of bank capital instruments" means cross-holdings or other formal or informal arrangements in which two or more banking organizations swap, exchange, or otherwise agree to hold each other's capital instruments. This definition does not include holdings of capital instruments issued by other banking organizations that were taken in satisfaction of debts previously contracted, provided that the reporting institution has not held such instruments for more than five years or a longer period approved by the Board.
20. "Replacement cost" means, with respect to interest rate and exchange rate contracts, the loss that would be incurred in the event of a counterparty default, as measured by the net cost of replacing the contract at the current market value. If default would result in a theoretical profit, the replacement value is considered to be zero. The mark-to-market process should incorporate changes in both interest rates and counterparty credit quality.
21. "Residential properties" means houses, condominiums, cooperative units, and manufactured homes. This definition does not include boats or motor homes, even if used as a primary residence.
22. "Risk-weighted assets" means the sum of total risk-weighted balance sheet assets and the total of risk-weighted off-balance sheet credit equivalent amounts. Risk-weighted balance sheet and off-balance sheet assets are calculated in accordance with Section D of this Rule.
23. "Subsidiary" means any corporation, partnership, business trust, joint venture, association or similar organization in which an institution directly or indirectly holds more than a 50% ownership interest. This definition does not include ownership interests that were taken in satisfaction of debts previously contracted, provided that the reporting institution has not held the interest for more than five years or a longer period approved by the Board.
24. "Total capital" means the sum of an institution's core (Tier 1) and qualifying supplementary (Tier 2) capital elements.
25. "Unconditionally cancelable" means, with respect to a commitment-type lending arrangement, that the institution may, at any time, with or without cause, refuse to advance funds or extend credit under the facility. In the case of home equity lines of credit, the institution is deemed able to unconditionally cancel the commitment if it can, at its option, prohibit additional extensions of credit, reduce the line, and terminate the commitment to the full extent permitted by relevant State law.
26. "United States Government or its agencies" means an instrumentality of the U.S. Government whose debt obligations are fully and explicitly guaranteed as to the timely payment of principal and interest by the full faith and credit of the United States Government.
27. "United States Government-sponsored agency" means an agency originally established or chartered to serve public purposes specified by the United States Congress, but whose obligations are not explicitly guaranteed by the full faith and credit of the United States Government.

C. Components of Capital. An institution's qualifying capital base consists of two types of capital--core (Tier 1) and supplementary (Tier 2).

1. Tier 1 Capital. The following elements comprise an institution's Tier 1 capital:
 - a. Common stockholders' equity;
 - b. Noncumulative perpetual preferred stock and related surplus (Preferred stock issues where the dividend is reset periodically based upon current market conditions and the institution's current credit rating, including but not limited to, auction rate, money market or remarketable preferred stock, are assigned to Tier 2

- capital, regardless of whether the dividends are cumulative or noncumulative.); and
- c. Minority interests in the equity accounts of consolidated subsidiaries.
2. Tier 2 Capital. The following elements comprise an institution's Tier 2 capital:
- a. Allowance for loan and lease losses, up to a maximum of 1.25% of risk-weighted assets, subject to the transition rules in section E (1)(b) of this Rule. (The amount of the allowance for loan and lease losses that may be included in capital is based on a percentage of risk-weighted assets. The gross sum of risk-weighted assets used in this calculation includes all risk-weighted assets, with the exception of the assets required to be deducted from capital under section C (3) of this Rule. An institution may deduct reserves for loan and lease losses in excess of the amount permitted to be included as capital, as well as allocated transfer risk reserves and reserves held against other real estate owned, from the gross sum of risk-weighted assets in computing the denominator of the risk-based capital ratio.)
- b. Cumulative perpetual preferred stock, long-term preferred stock, convertible preferred stock, and any related surplus, without limit, if the issuing institution has the option to defer payment of dividends on these instruments. For long-term preferred stock, the amount that is eligible to be included as Tier 2 capital is reduced by 20% of the original amount of the instrument (net of redemptions) at the beginning of each of the last five years of life of the instrument.
- c. Hybrid capital instruments, without limit. Hybrid capital instruments are those instruments that combine certain characteristics of debt and equity, such as perpetual debt. To be included as Tier 2 capital, these instruments must meet the following criteria:
- (1) The instrument must be unsecured, subordinated to the claims of depositors and general creditors, and fully paid up;
 - (2) The instrument must not be redeemable at the option of the holder prior to maturity, except with the prior approval of the Board.
 - (3) The instrument must be available to participate in losses while the issuer is operating as a going concern (in this regard, the instrument must automatically convert to common stock or perpetual preferred stock, if the sum of the retained earnings and capital surplus accounts of the issuer shows a negative balance); and
 - (4) The instrument must provide the option for the issuer to defer principal and interest payments, if
 - (a) The issuer does not report a net profit for the most recent combined four quarters, and
 - (b) The issuer eliminates cash dividends on its common and preferred stock.
- d. Term subordinated debt instruments, and intermediate-term preferred stock and related surplus are included in Tier 2 capital, but only to a maximum of 50% of Tier 1 capital as calculated after deductions pursuant to section C (3) of this Rule. To be considered capital, term subordinated debt instruments must meet the following requirements:
- (1) Have original weighted average maturities of at least five years;
 - (2) Be subordinated to the claims of depositors;
 - (3) State on the instrument that it is not a deposit and is not insured by the FDIC;
 - (4) Be approved as capital by the Board
 - (5) Be unsecured;
 - (6) Be ineligible as collateral for a loan by the issuing institution;
 - (7) Provide that once any scheduled payments of principal begin, all scheduled payments shall be

made at least annually and the amount repaid in each year shall be no less than in the prior year; and

- (8) Provide that no accelerated payment by reason of default or otherwise may be made without the prior written approval of the Board.

Also, at the beginning of each of the last five years of the life of either type of instrument, the amount that is eligible to be included as Tier 2 capital is reduced by 20% of the original amount of that instrument (net of redemptions). (Capital instruments may be redeemed prior to maturity with the prior approval of the Board. The Board typically will consider requests for the redemption of capital instruments when the instruments are to be redeemed with the proceeds of, or replaced by, a like amount of a similar or higher quality capital instrument. However, the Board reserves the authority to deny redemption in such circumstances or to allow redemption in other circumstances, based upon its evaluation of the circumstances of each case. The Board must be notified in writing of any request for redemption at least 30 days in advance of such redemption.)

3. Deductions From Capital. The following items are deducted from the appropriate portion of an institution's capital base when calculating its risk-based capital ratio.

a. Deductions from Tier 1 capital:

- (1) All goodwill is deducted from Tier 1 capital before the Tier 2 portion of the calculation is made, subject to the transition rules contained in section E (1) (a) (2) of this Rule; and
- (2) Other intangible assets which do not meet the conditions established in C (3) (b) below, are deducted from Tier 1 capital before the Tier 2 portion of the calculation is made.

b. Certain other intangible assets, including mortgage servicing rights and purchased credit card relationships, need not be deducted from Tier 1 capital, subject to the following conditions:

- (1) The intangible assets must meet each of the following criteria:
 - (a) The intangible asset must be able to be separated and sold apart from the institution or from the bulk of the institution's assets;
 - (b) The market value of the intangible asset must be established on an annual basis through an identifiable stream of cash flows, and there must be a high degree of certainty that the asset will hold this market value notwithstanding the future prospects of the institution; and
 - (c) The institution must demonstrate that a market exists which will provide liquidity for the intangible asset;
- (2) Intangibles which are included as Tier 1 capital are limited to 25% of total Tier 1 capital and, for capital adequacy purposes, must be valued at the lower of either the current amortized book value or the current market value as established as part of the institution's annual audit or directors' examination.

c. Deductions from total capital:

- (1) Investments, both equity and debt, in unconsolidated banking and finance subsidiaries that are deemed to be capital of the subsidiary;
- (2) Reciprocal holdings of bank capital instruments; and
- (3) The Board may require deduction of investments in other subsidiaries and associated companies on a case-by-case basis.

D. Risk Categories/Weights for On-Balance Sheet Assets and Off-Balance Sheet Items.

The denominator of the risk-based capital ratio, i.e., an institution's risk-weighted assets, is derived by assigning that institution's assets and off-balance sheet items to one of the four risk categories detailed in section D (1) of this Rule. Each category has a specific risk weight. Before an off-balance sheet item is assigned a risk weight, it is converted to an on-balance sheet credit equivalent amount in accordance with section D (2) of this Rule. The risk weight assigned to a particular asset or on-balance sheet credit equivalent amount determines the percentage of that asset/credit equivalent that is included in the denominator of the institution's risk-based capital ratio. Any asset deducted from an institution's capital in computing the numerator of the risk-based capital ratio is not included as part of the institution's risk-weighted assets.

The Board reserves the right to require an institution to compute its risk-based capital ratio on the basis of average, rather than period-end, risk-weighted assets when necessary to carry out the purposes of these guidelines.

Some of the assets on an institution's balance sheet may represent an indirect holding of a pool of assets, e.g., mutual funds, that encompasses more than one risk weight within the pool. In those situations, the asset is assigned to the risk category applicable to the highest risk-weighted asset that pool is permitted to hold pursuant to its stated investment objectives. However, the minimum risk weight that may be assigned to such a pool is 20%. If, in order to maintain a necessary degree of liquidity, the fund is permitted to hold an insignificant amount of its investments in short-term, highly-liquid securities of superior credit quality (that do not qualify for a preferential risk weight), such securities generally will not be taken into account in determining the risk category into which the institution's holding in the overall pool should be assigned. More detail on the treatment of mortgage-backed securities is provided in section D (1) (c) (4) of this Rule.

1. On-Balance Sheet Assets. The following are the risk categories/weights for on-balance sheet assets:

a. Zero percent risk weight.

- (1) Cash, including domestic and foreign currency owned and held in all offices of an institution or in transit. Any foreign currency held by an institution should be converted into U.S. dollar equivalents.
- (2) Deposit reserves and other balances at Federal Reserve Banks.
- (3) Securities issued by, and other direct claims on, the United States Government or its agencies, or the central government of an OECD country.
- (4) That portion of assets directly and unconditionally guaranteed by the United States Government or its agencies, or the central government of an OECD country.
- (5) Local currency claims on or unconditionally guaranteed by central governments of non-OECD countries, to the extent the institution has local currency liabilities in that country. Any amount of such claims that exceed the amount of the institution's local currency liabilities is assigned to the 100% risk category of section D (1) (d) of this Rule.
- (6) Gold bullion held in the institution's own vaults or in another institution's vaults on an allocated basis, to the extent it is backed by gold bullion liabilities.
- (7) The book value of paid-in Federal Reserve Bank stock.
- (8) That portion of assets collateralized by the current market value of securities issued or guaranteed by United States Government-sponsored agencies.

- (9) Assets collateralized by cash held in a segregated deposit account by the reporting institution.

b. Twenty percent risk weight.

- (1) All claims on depository institutions incorporated in an OECD country, and all assets backed by the full faith and credit of depository institutions incorporated in an OECD country. This includes the credit equivalent amount of participations in commitments and standby letters of credit sold to other depository institutions incorporated in an OECD country, but only if the originating institution remains liable to the customer or beneficiary for the full amount of the commitment or standby letter of credit. Also included in this category are the credit equivalent amounts of risk participations in bankers' acceptances conveyed to other depository institutions incorporated in an OECD country. However, bank-issued securities that qualify as capital of the issuing bank are not included in this risk category, but are assigned to the 100% risk category of section D (1) (d) of this Rule.
- (2) Claims on, or guaranteed by depository institutions, other than the central bank, incorporated in a non-OECD country, with a residual maturity of one year or less.
- (3) Cash items in the process of collection.
- (4) That portion of assets conditionally guaranteed by the United States Government or its agencies, or the central government of an OECD country.
- (5) Securities issued by, or other direct claims on, United States Government-sponsored agencies.
- (6) That portion of assets guaranteed by United States Government-sponsored agencies. Privately issued mortgage-backed securities, e.g., CMOs and REMICs, where the underlying pool is comprised solely of mortgage-related securities issued by GNMA, FNMA and FHLMC, will be treated as an indirect holding of the underlying assets and assigned to the 20% risk category of this section D (1) (b). If the underlying pool is comprised of assets which attract different risk weights, e.g., FNMA securities and conventional mortgages, the institution should generally assign the security to the highest risk category appropriate for any asset in the pool. However, on a case-by-case basis, the Board may allow the institution to assign the security proportionately to the various risk categories based on the proportion in which the risk categories are represented by the composition cash flows of the underlying pool of assets. Before the Board will consider a request to proportionately risk-weight such a security, the institution must have current information for the reporting date that details the composition and cash flows of the underlying pool of assets. Furthermore, before a mortgage-related security will receive a risk weight lower than 100%, it must meet the criteria set forth in section D (1) (c) (4) of this Rule.
- (7) That portion of assets collateralized by the current market value of securities issued or guaranteed by United States Government-sponsored agencies.
- (8) Claims representing general obligations of any public-sector entity in an OECD country, and that portion of any claims guaranteed by any such public-sector entity. In the U.S., these obligations include obligations of any state or any political subdivision which is supported by the full faith and credit of an obligor possessing general powers of taxation, including property taxation. It includes an obligation payable from

a special fund or by an obligor not possessing general powers of taxation when an obligor possessing general powers of taxation, including property taxation, has unconditionally promised to make payments available for the payment of the obligation of amounts which (together with any other funds available for the purpose) will be sufficient to provide for all required payments in connection with the obligation.

- (9) Claims on, or guaranteed by, official multilateral lending institutions or regional development institutions in which the United States Government is a shareholder or contributing member. These institutions include, but are not limited to, the International Bank for Reconstruction and Development (World Bank), the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the European Investments Bank, the International Monetary Fund and the Bank for International Settlements
- (10) That portion of assets collateralized by the current market value of securities issued by official multilateral lending institutions or regional development institutions in which the United States Government is a shareholder or contributing member.
- (11) That portion of local currency claims conditionally guaranteed by central governments of non-OECD countries, to the extent the institution has local currency liabilities in that country.

c. Fifty percent risk weight.

- (1) Revenue obligations of any public-sector entity in an OECD country for which the underlying obligor is the public-sector entity, but which are repayable solely from the revenues generated by the project financed through the issuance of the obligations.
- (2) The credit equivalent amount of interest rate and exchange rate contracts, calculated in accordance with section D (2) (e) of this Rule that do not qualify for inclusion in a lower risk category.
- (3) Loans secured by first mortgages on one-to-four family residential properties, either owner-occupied or rented, provided that such loans are not more than 90 days past due, or on nonaccrual or restructured. It is presumed that such loans will meet prudent underwriting standards. Furthermore, residential property loans that are made for the purpose of construction financing are assigned to the 100% risk category of section D (1) (d) of this Rule; however, this exclusion from the 50% risk category does not apply to loans to individual purchasers for the construction of their own homes.
- (4) Privately-issued mortgage-backed securities, i.e., those that do not carry the guarantee of a government or government-sponsored agency, fully secured by mortgages that, at the time of origination, qualify for this 50% risk weight under section D (1) (c) (3) above, provided they meet the following criteria:
 - (a) The underlying assets must be held by an independent trustee that has a first priority, perfected security interest in the underlying assets for the benefit of the holders of the security;
 - (b) The holder of the security must have an undivided pro rata ownership interest in the underlying assets or the trust that issues the security must have no liabilities unrelated to the issued securities;
 - (c) The trust that issues the security must be structured such that the cash flows from the

- underlying assets fully meet the cash flow requirements of the security without undue reliance on any reinvestment income; and
- (d) There must not be any material reinvestment risk associated with any funds awaiting distribution to the holder of the security.

NOTE: If all of the underlying mortgages in the pool do not qualify for the 50% risk weight, the institution should generally assign the entire value of the security to the 100% risk category of D (1)(d) of this Rule; however, on a case-by-case basis, the Board may allow the institution to assign only the portion of the security which represents an interest in, and the cash flows of, nonqualifying mortgages to the 100% risk category, with the remainder being assigned a risk weight of 50%. Before the Board will consider a request to risk weight a mortgage-backed security on a proportionate basis, the institution must have current information for the reporting date that details the composition and cash flows of the underlying pool of mortgages.

- (5) Loans to residential real estate builders for one-to-four family residential property construction, if the institution obtains, prior to the making of the construction loan, sufficient documentation that the property is subject to a legally binding written sales contract that the purchaser has obtained a firm written commitment for permanent financing of the home upon completion, subject to the following additional criteria:
- (a) The builder must incur at least the first 10% of the direct cost (i.e. actual costs of the land, labor, and material) before any drawdown is made under the construction loan and the construction loan may not exceed 80% of the sales price of the presold home;
- (b) The individual purchaser has made a substantial "earnest money deposit" of no less than 3% of the sales price of the home that must be subject to forfeiture by the individual purchaser, even if the contract is terminated pursuant to some condition in the sales contract itself;
- (c) The earnest money deposit must be held in escrow by the institution financing the builder; and the escrow agreement must provide that in the event of default the escrow funds must be used to first compensate the institution for its losses, incurred pursuant to the termination of the sales contract, with the remainder of the funds to be turned over to the builder to be used in accordance with the terms of the sales contract;
- (d) If the individual purchaser terminates the contract or if the loan fails to satisfy any other criterion under this section, the institution must immediately recategorize the loan at the 100% risk weight and must accurately report the loan in the institution's next quarterly Call Report;
- (e) The individual purchaser must intend that the home will be owner-occupied;
- (f) The loan is made by the institution in accordance with prudent underwriting standards;

- (g) The loan is not more than 90 days past due, or on nonaccrual or restructured; and
 - (h) The purchaser is an individual(s) and not a partnership, joint venture, trust corporation, or any other entity (including an entity acting as a sole proprietorship) that is purchasing one or more of the homes for speculative purposes.
- d. One hundred percent risk weight. All other assets not specified above, including, but not limited to:
- (1) Claims on or guaranteed by depository institutions incorporated in a non-OECD country, as well as claims on the central bank of a non-OECD country, with a residual maturity exceeding one year.
 - (2) All non-local currency claims on non-OECD central governments, as well as local currency claims on non-OECD central governments that are not included in section D (1) (a) (5) of this Rule.
 - (3) Any classes of a mortgage-backed security that can absorb more than their pro rata share of the principal loss without the whole issue being in default, e.g., subordinated classes or residual interests, regardless of the issuer or guarantor.
 - (4) All stripped mortgage-backed securities, including interest only portions (IOs), principal only portions (POs) and other similar instruments, regardless of the issuer or guarantor.
 - (5) Obligations issued by any state or any political subdivision thereof for the benefit of a private party or enterprise where that party or enterprise, rather than the issuing state or political subdivision, is responsible for the timely payment of principal and interest on the obligation, e.g., industrial development bonds.
 - (6) Claims on commercial enterprises owned by non-OECD and OECD central governments.
 - (7) Any investment in an unconsolidated subsidiary that is not required to be deducted from total capital pursuant to section (C) (3) (c) of this Rule.
 - (8) Instruments issued by depository institutions incorporated in OECD and non-OECD countries that qualify as capital of the issuer.
 - (9) Investments in fixed assets, premises, and other real estate owned.
2. Off-Balance Sheet Activities. The risk weight assigned to an off-balance sheet activity is determined by a two-step process. First, the face amount of the off-balance sheet item is multiplied by the appropriate credit conversion factor specified in this section. This calculation translates the face amount of an off-balance sheet item into an on-balance sheet credit equivalent amount. Second, the resulting credit equivalent amount is then assigned to the proper risk category using the criteria regarding obligors, guarantors and collateral listed in section D (1) of this Rule; however, collateral and guarantees are applied to the face amount of an off-balance sheet item, not the credit equivalent amount of such an item. The following are the credit conversion factors and the off-balance sheet items to which they apply.

a. One hundred percent credit conversion factor.

- (1) Direct credit substitutes, including financial guarantee-type standby letters of credit that support financial claims on the account party. For purposes of this section, a "financial guarantee-type standby letter of credit" is any letter of credit, or similar arrangement, however named or described, which represents an irrevocable obligation to the beneficiary on the part of the issuer (1) to repay money borrowed by or advanced to or for the account of the account party or (2) to make payment on account of any indebtedness undertaken by the account party, in the event that the account party fails to fulfill its obligation to the beneficiary. The face amount of a direct credit substitute is netted against the amount of any participations sold in that item. The amount not sold is converted to an on-balance sheet credit equivalent and assigned to the proper risk category using the criteria regarding obligors, guarantors and collateral listed in section D (1) of this Rule. Participations are treated as follows:
 - (a) If the originating institution remains liable to the beneficiary for the full amount of the standby letter of credit, in the event the participant fails to perform under its participation agreement, the amount of participations sold are converted to an on-balance sheet credit equivalent using a credit conversion factor of 100%, with that amount then being assigned to the risk category appropriate for the purchaser of the participation.
 - (b) If the participations are such that each participant is responsible only for its prorata share of the risk, and there is no recourse to the originating institution, the full amount of the participations sold is excluded from the originating institution's risk-weighted assets.
- (2) Risk participations purchased in bankers' acceptances and participations purchased in direct credit substitutes.
- (3) Assets sold under an agreement to repurchase and assets sold with recourse, to the extent that these assets are not reported on an institution's statement of condition (this includes loan strips sold without direct recourse, where the maturity of the participation is shorter than the maturity of the underlying loan).

For risk-based capital purposes, the definition of the sale of assets with recourse, including one-to-four family residential mortgages, is generally the same as the definition contained in the Instructions for the Preparation of the Consolidated Reports of Condition and Income (the Call Report). Assets which are sold in transactions in which the institution retains risk in a manner which constitutes recourse under the Call Report instructions, but which are not reported on the institution's statement of condition, are included in this section, even though the Call Report allows such transfers to be reported as sales. However, mortgage loans sold in transactions in which the institution retains only an insignificant amount of risk and makes concurrent provision for that risk will not be considered assets sold with recourse. In order to qualify, such transactions must meet three conditions:

- (a) The institution has not retained more than a minimal risk of loss;

- (b) The maximum amount of exposure to loss which the institution has retained is equal to or less than the amount of probable loss that the institution has reasonably estimated that it will incur on the transferred mortgages; and
 - (c) The institution has created a liability account or other special reserve in an amount equal to its maximum exposure. The amount of this reserve may not be included in capital for the purpose of determining compliance with either the risk-based capital requirement or the leverage ratio; nor may it be included in the allowance for loan and lease losses.
 - (4) Contingent obligations with a certain draw down, e.g., legally binding agreements to purchase assets at a specified future date; and
 - (5) Indemnification of customers whose securities the institution has lent as agent. If the customer is not indemnified against loss by the institution, the transaction is excluded from the risk-based capital calculation. When an institution lends its own securities, the transaction is treated as a loan. When an institution lends its own securities or, acting as agent, agrees to indemnify a customer, the transaction is assigned to the risk weight appropriate to the obligor or collateral that is delivered to the lending or indemnifying institution or to an independent custodian acting on their behalf.
- b. Fifty percent credit conversion factor.
- (1) Transaction-related contingencies including, among other things, performance bonds and performance-based standby letters of credit related to a particular transaction. A "performance-based standby letter of credit" is any letter of credit, or similar arrangement, however named or described, which represents an irrevocable obligation to the beneficiary on the part of the issuer to make payment on account of any default by the account party in the performance of a nonfinancial or commercial obligation. Participations in performance-based standby letters of credit are treated in accordance with the provisions of section D (2) (a) (1) (a) & (b) of this Rule. Financial guarantee-type standby letters of credit are defined in section D (2) (a) (1) of this rule. To the extent permitted by law or regulation, performance-based standby letters of credit include such things as arrangements backing subcontractors' and suppliers' performance, labor and materials contracts, and construction bids.
 - (2) Unused portion of commitments, including home equity lines of credit, with an original maturity exceeding one year. Participations in commitments are treated in accordance with the provisions of section D (2) (a) (1) (a) & (b) of this Rule. Until December 31, 1992, institutions will be permitted to use remaining maturity in determining the appropriate credit conversion factor for the unused portion of loan commitments.
 - (3) Revolving underwriting facilities, note issuance facilities, and similar arrangements pursuant to which the institution's customer can issue short-term debt obligations in its own name, but for which the institution has a legally binding commitment to either:
 - (a) Purchase the obligations the customer is unable to sell by a stated date; or
 - (b) Advance funds to its customer, if the obligations cannot be sold.
- c. Twenty percent credit conversion factor.

- (1) Trade-related contingencies. These are short-term self-liquidating instruments used to finance the movement of goods and are collateralized by the underlying shipment. A commercial letter of credit is an example of such an instrument.
- d. Zero percent credit conversion factor.
 - (1) Unused commitments with an original maturity of one year or less.
 - (2) Unused commitments with an original maturity of greater than one year, if they are unconditionally cancelable at any time at the option of the institution and the institution has the contractual right to make, and in fact does make, either:
 - (a) A separate credit decision based upon the borrower's current financial condition, before each drawing under the lending facility, or
 - (b) An annual (or more frequent) credit review based upon the borrower's current financial condition to determine whether or not the lending facility should be continued.

NOTE: In the case of home equity lines of credit, the institution is deemed able to unconditionally cancel the commitment if it can, at its option, prohibit additional extensions of credit, reduce the credit line and terminate the commitment to the full extent permitted by relevant Federal law.

- (3) The unused portion of retail credit card lines or other related plans that are unconditionally cancelable by the institution in accordance with applicable law.
- e. Interest rate and the exchange rate contracts. The credit equivalent amount of such contracts is the sum of two measures of credit exposure--current and potential credit exposure.
 - (1) Current credit exposure--The replacement cost of the contract reflects the current credit exposure, and is measured in U.S. dollars, regardless of the currency specified in the contract. An institution may net multiple contracts with a single counterparty only if those contracts are subject to novation.
 - (2) Potential credit exposure--To complete the calculation of the on-balance sheet credit equivalent amount of a contract, an estimate of the potential increase in credit exposure over the remaining life of the contract is added on (the "add on") to the contract's current credit exposure, including contracts with no current credit exposure. The add-on is calculated by multiplying the notional principal amount of the contract by one of the following credit conversion factors, as appropriate:
 - (a) Interest rate contracts--
 - (i) Zero percent, if the contract has a remaining maturity of one year or less, and
 - (ii) 0.5%, for contracts with a remaining maturity greater than one year.
 - (b) Exchange rate contracts--
 - (i) 1.0%, if the contract has a remaining maturity of one year or less, and
 - (ii) 5.0%, for contracts with a remaining maturity greater than one year.
 - (3) Risk weighting--The credit equivalent amount, which is derived from section D (2)(e)(1) & (2) of this Rule is then assigned to the proper risk category using the criteria regarding obligors, guarantors, and collateral listed in section D (1) of this Rule. However, the maximum risk weight

assigned to the credit equivalent amount of an interest rate or exchange rate contract is 50%.

NOTE: Interest rate and exchange rate contracts are an exception to the general rule of applying collateral and guarantees to the face value of off-balance sheet items. The sufficiency of collateral and guarantees is determined on the basis of the credit equivalent amount of interest rate and exchange rate contracts.

- (4) Exceptions--The following contracts are not subject to the above calculation and, therefore, are not considered part of the denominator of an institution's risk-based capital ratio:
- (a) Exchange rate contracts with an original maturity of 14 calendar days or less; and
 - (b) Any interest rate or exchange rate contract that is traded on an exchange requiring the daily payment of any variations in the market value of the contract.

E. Implementation, Transition Rules, and Target Ratios.

1. June 30, 1991, to December 30, 1992. During this time period:
 - a. All institutions are expected to maintain a minimum ratio of total capital (after deductions) to risk-weighted assets of 7.25%.
 - (1) Fifty percent of this 7.25% must be made up of Tier 1 capital; however, up to 10% of Tier 1 capital can be comprised of Tier 2 capital elements, before any deductions for goodwill. The amount of Tier 2 elements included in Tier 1 will not be subject to the sublimits on the amount of such elements in Tier 2 capital, with the exception of the allowance for loan and lease losses.
 - (2) Goodwill that institutions have been allowed to count as capital is grandfathered until December 31, 1992, but will be deducted from Tier 1 capital after that date.
 - b. The allowance for loan and lease losses can be included in total capital up to a maximum of 1.5% of an institution's risk-weighted assets, including the portion that can be borrowed to make up Tier 1.
 - c. Tier 2 capital elements that are not used as part of Tier 1 capital will qualify as part of an institution's total capital base up to a maximum of 100% of the institution's Tier 1 capital.
 - d. In addition to the standards established by these risk-based capital guidelines, all institutions must maintain a minimum capital-to-total asset ratio in accordance with the provisions of IB-46.
2. On December 31, 1992.
 - a. All institutions are expected to maintain a minimum ratio of total capital (after deductions) to risk-weighted assets of 8.0%.
 - b. Tier 2 capital elements qualify as part of an institution's total capital base up to a maximum of 100% of that institution's Tier 1 capital.
 - c. In addition to the standards established by these risk-based capital guidelines, all institutions must maintain a minimum capital-to-total asset ratio in accordance with the provision of IB-46.

TABLE 1 - SUMMARY OF RISK WEIGHTS AND RISK CATEGORIES

Category 1: Zero Percent

1. Cash (domestic and foreign).
2. Balances due from, and claims on, Federal Reserve Banks and central banks in other OECD countries.
3. Claims on, or unconditionally guaranteed by, the U.S. Government or its agencies, or other OECD central governments. For the purpose of calculating the risk-based capital ratio, a U.S. Government agency is defined as an instrumentality of the U.S. Government whose obligations are fully and explicitly guaranteed as to the timely repayment of principal and interest by the full faith and credit of the U.S. Government.
4. Local currency claims on non-OECD central governments and central banks, to the extent the institution has local currency liabilities in that country.
5. Gold bullion held in the institution's own vaults or in another institution's vaults on an allocated basis, to the extent it is backed by gold bullion liabilities.
6. Federal Reserve Bank stock.

Category 2: 20 Percent

1. Portions of loans and other assets collateralized by securities issued or guaranteed by the U.S. Government or its agencies, or other OECD central governments. The degree of collateralization is determined by current market value.
2. Portions of loans and other assets conditionally guaranteed by the U.S. Government or its agencies, or other OECD central governments.
3. Portions of loans and other assets collateralized by cash on deposit in the lending institution.
4. All claims (long- and short-term) on, or guaranteed by, OECD depository institutions.
5. Claims on, or guaranteed by, non-OECD depository institutions, including central banks, with a residual maturity of one year or less.
6. Cash items in the process of collection.
7. Securities and other claims on, or guaranteed by, U.S. Government-sponsored agencies. For the purpose of calculating the risk-based capital ratio, a U.S. Government-sponsored agency is defined as an agency originally established or chartered to serve public purposes specified by the U.S. Congress but whose obligations are not explicitly guaranteed by the full faith and credit of the U.S. Government.
8. Portions of loans and other assets collateralized by securities issued by, or guaranteed by U.S. Government-sponsored agencies. The degree of collateralization is determined by current market value.
9. Claims that represent general obligations of, and portions of claims guaranteed by, public-sector entities in OECD countries, below the level of central government.
10. Claims on or guaranteed by official multilateral lending institutions or regional development institutions in which the U.S. Government is a shareholder or a contributing member.
11. Portions of loans and other assets collateralized with securities issued by official multilateral lending institutions or regional development institutions in which the U.S. Government is a shareholder or a contributing member.

Category 3: 50 Percent

1. Revenue bonds or similar obligations, including loans and leases, that are obligations of public sector entities in OECD countries, but for which the government entity is

- committed to repay the debt only out of revenues from the facilities financed.
2. Credit equivalent amounts of interest rate and exchange rate related contracts, except for those assigned to a lower risk category.
3. Assets secured by a first mortgage on a one-to-four family residential property that are not more than 90 days past due, on nonaccrual or restructured.
4. Loans to residential real estate builders for one-to-four family residential property construction that have been presold pursuant to legally binding written sales contract.

Category 4: 100 Percent

1. All other claims on private obligors.
2. Claims on non-OECD financial institutions with a residual maturity exceeding one year. Claims on non-OECD central banks with a residual maturity exceeding one year are included in this category unless they qualify for item 4 of Category 1.
3. Claims on non-OECD central governments that are not included in item 4 of Category 1.
4. Obligations issued by state or local governments (including industrial development authorities and similar entities) repayable solely by a private party or enterprise.
5. Premises, plant, and equipment; other fixed assets; and other real estate owned.
6. Investments in unconsolidated subsidiaries, joint ventures, or associated companies (unless deducted from capital).
7. Capital instruments issued by other banking organizations.
8. All other assets (including claims on commercial firms owned by the public sector).

APPENDIX A TABLE 2 - CREDIT CONVERSION FACTORS FOR OFF-BALANCE SHEET ITEMS

100 Percent Conversion Factor

1. Direct credit substitutes (general guarantees of indebtedness and guarantee-type instruments, including standby letters of credit serving as financial guarantees for, or supporting, loans and securities).
2. Risk participations in bankers acceptances and participations in direct credit substitutes (e.g., standby letters of credit).
3. Sale and repurchase agreements and asset sales with recourse, if not already included on the balance sheet.
4. Forward agreements (i.e., contractual obligations) to purchase assets, including financing facilities with certain draw down.

50 Percent Conversion Factor

1. Transaction-related contingencies (e.g., bid bonds, performance bonds, warranties, and standby letters of credit related to particular transactions).
2. Unused commitments with an original maturity exceeding one year.
3. Revolving underwriting facilities (RUFs), note issuance facilities (NIFs) and other similar arrangements.

20 Percent Conversion Factor

1. Short-term, self-liquidating trade-related contingencies, including commercial letters of credit.

Zero Percent Conversion Factor

1. Unused commitments with an original maturity of one year or less.
2. Unused commitments which are unconditionally cancelable at any time, regardless of maturity.

APPENDIX A TABLE 3 - TREATMENT OF INTEREST RATE AND EXCHANGE RATE CONTRACTS

The Current Exposure Method (described below) is utilized to calculate the "credit equivalent amounts" of these instruments. These amounts are assigned a risk weight appropriate to the obligor or any collateral or guarantee. However, the maximum risk weight is limited to 50 percent. Multiple contracts with a single counterparty may be netted if those contracts are subject to novation.

Residual maturity	Interest rate contracts	Exchange rate contracts
One year and less.	Replacement Cost (RC).	RC + 1.0% of total national principal (NP).
Over one year.	RC + 0.5% of NP.	RC + 5.0% of NP.

The following instruments will be excluded:

1. Exchange rate contracts with an original maturity of 14 calendar days or less, and
2. Instruments traded on exchanges and subject to daily margin requirements.

APPENDIX A TABLE 4 - DEFINITION OF CAPITAL

Capital components are distributed between two categories (Tier 1 and Tier 2). Tier 2 capital elements will qualify as part of an institution's total capital base up to a maximum of 100% of that institution's Tier 1 capital. Beginning December 31, 1992, the minimum risk-based capital standard will be 8.0%.

Definition of Capital

Tier 1:

1. Common stockholders' equity;
2. Noncumulative perpetual preferred stock and any related surplus; and
3. Minority interests in the equity accounts of consolidated subsidiaries.

Tier 2:

1. Cumulative perpetual, long-term and convertible preferred stock, and any related surplus. The amount of long-term and intermediate-term preferred stock, as well as term subordinated debt that is eligible to be included as Tier 2 capital is reduced by 20% of the original amount of the instrument at the beginning of each of the last five years of the life of the instrument.
2. Perpetual debt and other hybrid debt/equity instruments.
3. Intermediate-term preferred stock and term subordinated debt (to a maximum of 50% of Tier 1 capital).
4. Loan loss reserves (to a maximum of 1.25% of risk-weighted assets).

Deductions from Capital:

From Tier 1:

1. Goodwill and other intangibles, with the exception of identified intangibles that satisfy the criteria included in the guidelines.

From Total Capital:

1. Investments in unconsolidated banking and finance subsidiaries;
2. Reciprocal holdings of capital instruments.

Transitional Definition

During a transition period beginning June 30, 1991, all institutions are expected to maintain a capital to risk-weighted asset ratio of 7.25%, of which at least 3.25 percentage points must consist of Tier 1 capital. In other words, during this period approximately 4 percentage points of the 7.25% capital ratio may consist of Tier 2 capital. Also during this period, the sublimit on loan loss reserves will be 1.5% of risk-weighted assets.

IB-50 Branching Practices [11-25-101 et seq]

A. Approval of Branches Pursuant to C.R.S. 11-25-103(7)

For the purposes of C.R.S. 11-25-103(7), the first ten branch applications approved shall constitute the ten branches provided for in said statute which may be established prior to January 1, 1993.

B. Change in Location of a Branch

1. The Banking Board may take into consideration the following factors in determining whether to approve or to deny an application for change in location of a branch.
 - a. There are significant supervisory concerns with respect to the applicant or any affiliated institution; or,
 - b. The applicant's record of helping to meet the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with the safe and sound operation of an financial institution, is less than satisfactory; or,
 - c. Any financial or other business arrangement, direct or indirect, involving the principal office or branch and insiders (directors, officers, employees, and shareholders owning or controlling, directly or indirectly, ten percent or more of the outstanding voting stock thereof) involves terms and conditions more favorable to the insiders than would be available in a comparable transaction with unrelated parties.
2. The location of a branch can be changed as follows:
 - a. A financial institution, without Banking Board approval, may relocate a branch, other than a branch established pursuant to C.R.S. 11-25-103(7), not in excess of one-half mile from its approved location provided written notice is submitted to the Bank Commissioner at least thirty days prior to relocation. The notice must include the new address of the branch and the effective date of the relocation.
 - b. A financial institution desiring to relocate a branch more than one-half mile from the approved location or a branch established pursuant to C.R.S. 11-25-103(7) shall file an application with the Banking Board. The application shall be evaluated in the same manner as an application to establish a de novo branch. In the case of an application to change location of a branch established pursuant to C.R.S. 11-25-103(7), the application shall be evaluated in the same manner as the original application to establish the de novo branch. Branches established pursuant to C.R.S. 11-25-103(7), may not be moved out of the economically depressed area for which the branch was originally approved.
3. Application to change location of a branch shall be filed on the form provided by the Division of Banking.

C. Establishment of a De Novo Branch

1. The Banking Board may take into consideration the following factors in determining whether to approve or to deny an application for the establishment of any de novo branch, including a branch pursuant to C.R.S. 11-25-103(7).
 - a. There are significant supervisory concerns with respect to the applicant or any affiliated organization;
 - b. The applicant's record of helping to meet the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with the safe and sound operation of a financial institution, is less than satisfactory;
 - c. Any financial or other business arrangement, direct or indirect, involving the principal office or branch and insiders (directors, officers, employees, and shareholders owning or controlling, directly or indirectly, ten percent or more of the outstanding voting stock thereof) involves terms and conditions more favorable to the insiders than would be available in a comparable transaction with unrelated parties; or,
 - d. Any other applicable statutory provision under title 11 of the Colorado Revised Statutes.
2. Approval to establish and operate a de novo branch, other than a branch established pursuant to C.R.S. 11-25-103(7) will expire if the branch has not commenced business within eighteen months after the date of approval. Approval to establish and operate a de novo branch pursuant to C.R.S. 11-25-103(7) will expire if the branch has not commenced business within six months after the date of approval. Extensions to these periods generally are not granted; however, in the event of extraordinary circumstances, requests for an extension of not more than twelve months may be submitted.
3. Application to establish and operate a de novo branch shall be filed on the form provided by the Division of Banking.

D. Closing a Branch

Any financial institution that seeks to close a branch previously in operation shall notify the Banking Board in writing of its intention and its reasons for such action. Such notice shall be received by the Banking Board thirty days prior to the proposed closing. Such branch may be closed, unless the Banking Board or Bank Commissioner, within fifteen days of receipt of such notification, gives written notification of objections and the grounds therefore to the financial institution or requests additional information. If the Banking Board or Bank Commissioner requests additional information, the above thirty day period shall commence running upon receipt of such additional information. The Banking Board may waive the thirty day notice period in writing.

E. Branch Hours of Operation

A financial institution shall notify the Bank Commissioner of the hours during which a branch will be open for business and any changes thereto on or before the effective date of the hours of operation.

F. Branch Records

Records of loans and deposits originating at a branch shall be made available to the Division of Banking staff at the principal office of the financial institution or such other central location as may be mutually agreed upon by the financial institution's management and the Bank Commissioner. A principal office is that office in this state which is designated as the

principal office of the financial institution in its articles of incorporation and may also be known as a main office or a head office.

G. Reports of Loans and Flow of Capital

Reports required by C.R.S. 11-25-107 shall be completed and filed in the same manner as reports required by C.R.S. 11-7-112.

H. Notification of Conversion of an Affiliate or an Acquisition to a Branch.

Notice of intent to convert an affiliate or an acquisition to a branch shall be filed on the form provided by the Division of Banking.

I. Meaning of Control and Controlling

For the purpose of C.R.S. 11-25-102(1) a financial institution shall be deemed to control an affiliate institution if the financial institution:

1. Directly or indirectly owns, controls, holds with power to vote, or holds proxies representing twenty-five percent or more of the outstanding voting stock thereof;
2. Controls in any manner the election of a majority of the directors thereof; or
3. Exercises a controlling influence over the management or policies thereof.

IB-58

Appraisal of Other Real Estate [11-8-101(1)(d)(I)]

- A. The initial appraisal of Other Real Estate (ORE) shall be performed by a registered, licensed, or certified appraiser as defined in C.R.S. 12-61-706. However, if the asset has a current book value of \$30,000 or less at the time the asset is classified as ORE, an analysis, evaluation, opinion, conclusion, notation, or compilation of data may be performed by an officer, director, or regular salaried employee of a financial institution who has not, directly or indirectly, participated in the lending transaction or by an officer, director, or regular salaried employee of its affiliate who has not, directly or indirectly, participated in the lending transaction.
- B. Subsequent appraisals of an ORE asset with a book value of more than \$100,000 shall be performed by a licensed, or certified appraiser as defined in C.R.S. 12-61-706 according to the following schedule:
1. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "1" or "2" and a total amount of ORE to Tier I capital as of the most recent Call Report of 50% or more shall obtain an appraisal of each parcel of ORE annually.
 2. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "1" or "2" and a total amount of ORE to Tier I capital as of the most recent Call Report of less than 50% shall obtain an appraisal of any one parcel of ORE or related parcels of ORE which exceed 15% of Tier I capital at intervals not to exceed 24 months.
 3. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "3" and a total amount of ORE to Tier I capital as of the most recent Call Report of 25% or more shall obtain an appraisal of each parcel of ORE annually.

4. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "3" and a total amount of ORE to Tier I capital as of the most recent Call Report of less than 25% shall obtain an appraisal of any one parcel of ORE or related parcels of ORE which exceed 15% of Tier I capital at intervals not to exceed 24 months.
 5. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "4" or "5" shall obtain an appraisal of each parcel of ORE annually.
 6. A financial institution which does not meet any of the above criteria is not required to obtain subsequent appraisals of an ORE asset under this section.
- C. Subsequent appraisals of an ORE asset initially valued at \$100,000 or less, but more than \$30,000, shall be performed by an independent appraiser or individual who conducts an analysis, evaluation, opinion, conclusion, notation, or compilation of data according to the following schedule:
1. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "1" or "2" and a total amount of ORE to Tier I capital as of the most recent Call Report of 50% or more shall obtain an appraisal of each parcel of ORE annually.
 2. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "1" or "2" and a total amount of ORE to Tier I capital as of the most recent Call Report of less than 50% shall obtain an appraisal of any one parcel of ORE or related parcels of ORE which exceed 15% of Tier I capital at intervals not to exceed 24 months.
 3. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "3" and a total amount of ORE to Tier I capital as of the most recent Call Report of 25% or more shall obtain an appraisal of each parcel of ORE annually.
 4. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "3" and a total amount of ORE to Tier I capital as of the most recent Call Report of less than 25% shall obtain an appraisal of any one parcel of ORE or related parcels of ORE which exceed 15% of Tier I capital at intervals not to exceed 24 months.
 5. A financial institution that has a current regulatory composite examination rating (CAMEL) of a "4" or "5" shall obtain an appraisal of each parcel of ORE annually.
 6. A financial institution which does not meet any of the above criteria is not required to obtain subsequent appraisals of an ORE asset under this section.
- D. Subsequent appraisals of an ORE asset initially valued at \$30,000 or less shall be performed annually as an analysis, evaluation, opinion, conclusion, notation, or compilation of data performed by an officer, director, or regular salaried employee of a financial institution who has not, directly or indirectly, participated in the lending transaction or by an officer, director, or regular salaried employee of its affiliate who has not, directly or indirectly, participated in the lending transaction.
- E. Notwithstanding the above requirements for appraisals of ORE, the Colorado State Banking Board (Board), State Bank Commissioner (Commissioner), or any federal regulator may require, as provided by to C.R.S. 12-61-718(2), a financial institution to obtain an appraisal performed by a registered, licensed, or certified appraiser as defined in C.R.S. 12-61-706.

- F. Notwithstanding the above requirements for appraisals of ORE, it is incumbent upon management of a financial institution to obtain appraisals of ORE performed by a registered, licensed, or certified appraiser as defined in C.R.S. 12-61-706 if prudent banking practices indicate the need for such appraisals and to establish internal policies addressing prudent evaluation of ORE.
- G. Reference: C.R.S. 12-61-706 and C.R.S. 12-61-718(2) are laws enacted by the Legislature of the State of Colorado and administered by the Board of Real Estate Appraisers of the Colorado Department of Regulatory Agencies. This rule does not include amendments to or editions of the referenced material later than July 30, 1993. For more detailed information pertaining to these provisions, please contact the secretary for the State Banking Board at 1560 Broadway, Suite 1175, Denver, Colorado 80202, (303) 894-7575.

NEW RULES

IB-60

Messenger Service.

- A. Definition. For purposes of this section, a "messenger service" refers to any service, such as a courier service or armored car service, that is used by an industrial bank (institution) and its customers to pick up from, and deliver to, specific customers at locations such as their homes or offices items relating to transactions between the institution and such customers.
- B. Pickup and delivery of items relating to nonbranching activities. An institution may establish and operate a messenger service, or use, with its customers, a third party messenger service, to transport items relevant to the institution's transactions with its customers without regard to the limitations set forth in title 11, article 25, C.R.S., provided the service does not engage in branching functions within the meaning of 11-25-102(2), C.R.S. In establishing or using such a facility, the institution may establish terms, conditions, and limitations that it deems appropriate to assure compliance with safe and sound banking practices.
- C. Pickup delivery of items pertaining to branching functions by a messenger service established by a third party.
1. An institution and its customers may use a messenger service to pick up from, and deliver to, customers items which relate to branching functions within the meaning of 11-25-102(2), C.R.S. without regard to the limitations set forth in title 11, article 25, C.R.S., provided the messenger service is established and operated by a third party. In using such a facility, an institution may establish terms, conditions, and limitations, not inconsistent with this rule, as it deems appropriate to assure compliance with safe and sound banking practices.
 2. Whether a messenger service is established by a third party is based on a case-by-case review of all of the circumstances, provided a messenger service is established by a third party if:
 - a. A party other than the institution owns the service and its facilities (or rents them from another party other than the institution) and employs the persons engaged in the provision of the service; and

b. The messenger service:

- i. Makes its services available to the public, including other depository institutions;
 - ii. Retains ultimate discretion to determine which customers and geographical areas it will serve;
 - iii. Maintains ultimate responsibility for scheduling, movement, and routing;
 - iv. Does not operate under the name of the institution, and the institution and the messenger service do not advertise, or otherwise represent, that the institution itself is providing the service, although the institution may advertise that its customers may use one or more third party messenger services to transact business with the institution;
 - v. Assumes responsibility for the items during transit and maintains adequate insurance covering holdups, employee fidelity, and other in-transit losses; and
 - vi. Enters into contracts with customers which provide that the messenger service acts as the agent for the customer when the items are in transit between the institution and the customer and, in the case of items intended for deposit, such items shall not be deemed to have been deposited until delivered to the institution at an established institution office, and, in the case of items representing withdrawals, such items shall be deemed to be paid when the item is given to the messenger service.
3. An institution is permitted to defray all or a part of the costs incurred by a customer in transporting items through a messenger service. Payment of such expenses may only cover costs associated with each transaction involving the customer and the messenger service. The institution may impose such terms, conditions, and limitations as it may deem appropriate with respect to the payment of such cost.

- D. Pickup and delivery of items pertaining to branching activities where the messenger service is established by the institution. An institution may establish and operate a messenger service to transport items relevant to the institution's transactions with its customers if such transactions involve one or more branching functions within the meaning of 11-25-102(2), C.R.S., provided the institution receives approval to establish the proposed branch pursuant to the relevant provisions of title 11, article 25, C.R.S. and State Banking Board Rule IB-50.

COMPARATIVE ABSTRACT

Showing Condition of Industrial Banks in the State of Colorado at the
Close of Business on the Dates Indicated as Compiled by
the Office of the State Bank Commissioner

000 omitted

ASSETS	6 BANKS 12-31-93	% TO TOTAL	7 BANKS 12-31-92	INCREASE (+) DECREASE (-)	% CHANGE
CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS	13,365	4.0	10,141	3,224	31.8
SECURITIES	24,402	7.4	31,146	(6,744)	-21.7
FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL	32,525	9.8	10,640	21,885	205.7
LOANS AND LEASE FINANCING RECEIVABLES	256,901	77.6	242,714	14,187	5.8
LESS ALLOWANCE FOR LOAN AND LEASE LOSSES	7,035	2.1	6,215	820	13.2
LOANS AND LEASES, NET	249,866	75.5	236,499	13,367	5.7
ASSETS HELD IN TRADING ACCOUNTS	0	0.0	0	0	0.0
PREMISES AND FIXED ASSETS	532	0.2	543	(11)	-2.0
OTHER REAL ESTATE OWNED	713	0.2	1,481	(768)	-54.2
INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES	0	0.0	0	0	0.0
CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING	0	0.0	0	0	0.0
INTANGIBLE ASSETS	3,023	0.9	3,415	392	11.5
OTHER ASSETS	6,476	2.0	5,324	1,152	21.6
LOSSES DEFERRED	0	0.0	0	0	0.0
TOTAL ASSETS	330,902	100.0	299,189	31,713	10.6
LIABILITIES					
DEPOSITS - DOMESTIC OFFICES	264,254	79.9	242,379	21,875	9.0
- NONINTEREST BEARING	810	0.2	548	262	47.8
- INTEREST BEARING	263,444	79.7	241,795	21,649	9.0
FED FUNDS PURCHASED AND SECURITIES SOLD UNDER AGREEMENTS	0	0.0	0	0	0.0
DEMAND NOTES/U.S. TREASURY	0	0.0	0	0	0.0
OTHER BORROWED MONEY	10,701	3.3	6,448	4,253	66.0
MORTGAGE INDEBTEDNESS	0	0.0	8	(8)	0.0
BANKS LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING	0	0.0	0	0	0.0
NOTES AND DEBENTURES	0	0.0	0	0	0.0
OTHER LIABILITIES	5,629	1.7	6,618	989	14.9
TOTAL LIABILITIES	280,584	84.7	255,453	25,131	9.8
LIMITED LIFE PREFERRED STOCK	0	0.0	0	0	0.0
EQUITY CAPITAL					
PERPETUAL PREFERRED STOCK	0	0.0	0	0	0.0
COMMON STOCK	5,456	1.7	5,556	100	1.8
SURPLUS	33,298	10.1	31,789	1,509	4.7
UNDIVIDED PROFITS/CAPITAL RESERVES	11,590	3.5	6,391	5,199	81.3
LESS UNREALIZED LOSS MKT EQTY SEC	26	0.0	0	26	0.0
TOTAL EQUITY CAPITAL	50,318	15.3	43,736	6,582	15.0
LOSSES DEFERRED	0	0.0	0	0	0.0
TOTAL LIABILITIES AND EQUITY CAPITAL	330,902	100.0	299,189	31,713	10.6

OFFICERS:

RICHARD THOMAS, PRESIDENT; STEPHEN D. BRANDON, STEPHEN P. CHAFFEE,
 CLIFFORD KITASHIMA, VICE PRESIDENTS;
 SHIRLEY ANDERSON, VICE PRESIDENT/CASHIER

DIRECTORS:

STEPHEN D. BRANDON, GARY L. FITE, HERBERT F. SMITH

DECEMBER 31, 1993 000 OMITTED
 ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	277
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	100
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	3,473
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	158
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	3,315
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	55
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	1,700
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	5,447
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	5,447

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	3,995
(1) NONINTEREST-BEARING.....	
(2) INTEREST-BEARING.....	3,995
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	340
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	18
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	4,353
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	100
25. SURPLUS.....	400
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	594
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,094
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,094
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	5,447

OFFICERS:

LT. GENERAL CHARLES C. BLANTON, USAF (RET.), CHAIRMAN;
GEORGE WM. MILLER, III, PRESIDENT;
JOHN A. JOHNSON, EXECUTIVE VICE PRESIDENT

DIRECTORS:

LT. GENERAL CHARLES C. BLOANTON, USAF (RET.),
MAJOR GENERAL ELTON J. DELAUNE JR., USA (RET.),
CAPTAIN BRADLEY J. SNYDER, USA (RET.), MORTON H. WILNER,
MAJOR GENERAL GEORGE WM. MILLER, III, USAF (RET.),
JOHN A. JOHNSON

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	877
B. INTEREST-BEARING BALANCES.....	
2. SECURITIES.....	13,163
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	31,475
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	108,043
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	2,035
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	106,008
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	285
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	3,023
11. OTHER ASSETS.....	1,985
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	156,816
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	156,816

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	141,929
(1) NONINTEREST-BEARING.....	724
(2) INTEREST-BEARING.....	141,205
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	703
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	142,632
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	385
25. SURPLUS.....	13,766
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	33
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	14,184
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	14,184
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	156,816

OFFICERS:

CHAD FRIESE, PRESIDENT/CHIEF EXECUTIVE OFFICER;
LONNIE L. GERBER, VICE PRESIDENT; PAUL KAHRS, CASHIER

DIRECTORS:

LURLINE A. GERBER, LONNIE L. GERBER, PHILIP PARSONS, CHAD FRIESE

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	399
B. INTEREST-BEARING BALANCES.....	194
2. SECURITIES.....	1,337
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	950
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	1,079
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	182
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	897
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	21
7. OTHER REAL ESTATE OWNED.....	236
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	28
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	4,062
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	4,062

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	3,769
(1) NONINTEREST-BEARING.....	43
(2) INTEREST-BEARING.....	3,726
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	30
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	3,799
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	200
25. SURPLUS.....	1,319
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,256-
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	263
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	263
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	4,062

OFFICERS:

CHARLES E. STOCKDALE, PRESIDENT; GEORGE R. BUCK, JR., VICE PRESIDENT;
DEIDRA B. STOCKDALE, SECRETARY-TREASURER

DIRECTORS:

FRANCIS R. STOCKDALE, JACK HAWKINS, GEORGE R. BUCK, JR.,
G. W. MCCUTCHEON, MEL J. REDDY, CHARLES E. STOCKDALE

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	53
B. INTEREST-BEARING BALANCES.....	540
2. SECURITIES.....	4,250
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	1,216
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	16
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	1,200
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	46
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	109
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	6,198
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	6,198

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	5,642
(1) NONINTEREST-BEARING.....	
(2) INTEREST-BEARING.....	5,642
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	60
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	5,702
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	210
25. SURPLUS.....	170
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	116
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	496
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)...	496
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	6,198

OFFICERS:

WILLIAM A. MITCHELL, JR., PRES/CDD; VICKIE WYATT, TREASURER;
JOHN L. SANDEN, JENNIFER L. BANKER, BRIAN L. BOSTON,
ROBERT L. FULLERTON, ROBERT J. MAWHINNEY, CHERYL R. MORFORD,
LISA P. YOWELL, GINGER HIMELEIN, DENNIS C. NAIL, DEBORAH K. DELANEY,
ANITA L. NORMAN, DAVID A. POSS, VICE PRESIDENTS

DIRECTORS:

JAMES A. BARE, WAYNE L. EVANS, MICHAEL M. PAPPAS, EUGENE C. CALL,
JAMES R. HILLSMAN

DECEMBER 31, 1993

000 OMITTED

ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	2,738
B. INTEREST-BEARING BALANCES.....	7,971
2. SECURITIES.....	2,625
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	138,014
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	4,477
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	133,537
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	125
7. OTHER REAL ESTATE OWNED.....	477
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	2,546
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	150,019
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J)..	150,019

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	102,308
(1) NONINTEREST-BEARING.....	43
(2) INTEREST-BEARING.....	102,265
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	10,361
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	4,635
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	117,304
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	4,361
25. SURPLUS.....	17,443
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	10,921
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	10
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	32,715
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1B23(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1B23(J)....	32,715
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	150,019

OFFICERS:

SAMUEL V. SUPLIZIO, PRESIDENT;
WILLIAM W. ATCHLEY, VICE PRESIDENT/TREASURER;
DAVID F. AHUERO, SECRETARY

DIRECTORS:

GENO SACCOMANNO, SAM SUPLIZIO, GENE HAGGERTY, BERNIE BUESCHER,
L. V. HANSON, TERRY FARINA, JAMIE HAMILTON

DECEMBER 31, 1993 000 OMITTED
ASSETS:

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	266
B. INTEREST-BEARING BALANCES.....	50
2. SECURITIES.....	3,027
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	5,076
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	167
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	4,909
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	
7. OTHER REAL ESTATE OWNED.....	
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	108
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	8,360
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)...	8,360

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	6,611
(1) NONINTEREST-BEARING.....	
(2) INTEREST-BEARING.....	6,611
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:...	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	183
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	6,794
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	200
25. SURPLUS.....	200
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	1,182
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	16
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	1,566
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	1,566
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	8,360

OFFICERS:

ARTHUR ESGAR, CHAIRMAN OF THE BOARD; FREDERICK ESGAR, PRESIDENT/CEO;
DAVID ESGAR, VICE PRESIDENT; BRENT FRAZEE, CASHIER

DIRECTORS:

ARTHUR ESGAR, FREDERICK ESGAR, DAVID ESGAR, D. WAYNE HAYS,
RONALD WOLLERT, BRENT FRAZEE

DECEMBER 31, 1993
ASSETS:

000 OMITTED

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS:	
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN.....	179
B. INTEREST-BEARING BALANCES.....	1,584
2. SECURITIES.....	11,705
3. FED FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL:..	
A. FEDERAL FUNDS SOLD.....	
B. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.....	
4. LOANS AND LEASE FINANCING RECEIVABLES:	
A. TOTAL LOANS AND LEASES.....	19,263
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES.....	572
C. LESS ALLOCATED TRANSFER RISK RESERVE.....	
D. NET LOANS AND LEASES.....	18,691
5. ASSETS HELD IN TRADING ACCOUNTS.....	
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES).....	154
7. OTHER REAL ESTATE OWNED.....	280
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES..	
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....	
10. INTANGIBLE ASSETS.....	
11. OTHER ASSETS.....	517
12. A. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....	33,110
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOTAL ASSETS AND LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J)..	33,110

LIABILITIES:

13. DEPOSITS:	
A. IN DOMESTIC OFFICES.....	26,275
(1) NONINTEREST-BEARING.....	3,624
(2) INTEREST-BEARING.....	22,651
14. FED FUNDS PURCHASED/SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE:..	
A. FEDERAL FUNDS PURCHASED.....	
B. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE.....	
15. DEMAND NOTES ISSUED TO THE U.S. TREASURY.....	
16. OTHER BORROWED MONEY.....	
17. MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES.....	124
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING.....	
19. NOTES AND DEBENTURES SUBORDINATED TO DEPOSITS.....	
20. OTHER LIABILITIES.....	226
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20).....	26,625
22. LIMITED-LIFE PREFERRED STOCK.....	

EQUITY CAPITAL:

23. PERPETUAL PREFERRED STOCK.....	
24. COMMON STOCK.....	110
25. SURPLUS.....	2,090
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES.....	4,285
B. LESS: NET UNREALIZED LOSS ON MARKETABLE EQUITABLE SECURITIES.....	
28. A. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27).....	6,485
B. LOSSES DEFERRED PURSUANT TO 12 U.S.C. 1823(J).....	
C. TOT EQUITY CAP AND LOSSES DEFERRED PURS TO 12 U.S.C. 1823(J)....	6,485
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21, 22 AND 28C)...	33,110

RULES OF THE COLORADO STATE BANKING BOARD
PERTAINING TO TRUST COMPANIES
(Promulgated, Repealed or Amended During the Period
January 1, 1993 through December 31, 1993)

AMENDED RULES

TC-10 Reports of New Executive Officers, Directors, and Persons in Control and Related Late Filing Penalty [11-23-118(4) and (5)].

- A. Any person who becomes an executive officer, director, or person responsible, directly or indirectly, for the management, control or operation of a trust company, must notify in writing the Division of Banking within 90 days thereafter. The written notice must include a statement describing any civil or criminal offenses of which such person has been found guilty or liable by any federal or state court or federal or state regulatory agency.
- B. In addition, any person who becomes an executive officer, director, or person responsible, directly or indirectly, for the management, control, or operation of a trust company, must file a biographical report with the Division of Banking within 90 days thereafter, if
1. The trust company has been chartered less than two years;
 2. Within the preceding two years, the trust company has undergone a change in control that required a notice to be filed pursuant to C.R.S. 11-2-109(4);
 3. Within the preceding two years, the holding company became a registered holding company, unless the holding company is owned or controlled by a registered holding company, or the holding company was established in a reorganization in which substantially all of the shareholders of the holding company were shareholders of the trust company prior to the holding company's formation; or
 4. The trust company or holding company is not in compliance with all minimum capital requirements applicable to the institution as determined on the basis of the institution's most recent report of condition, examination, or is otherwise in a troubled condition as indicated by a composite rating of 3, 4, or 5 at the institution's most recent examination by a state or federal Banking regulator.

The biographical report to be filed with the Division of Banking may be either on the form provided by the Division of Banking or the form filed with the institution's federal regulator for reporting the change of executive officer, director, or person in control.

- C. For the purposes of this rule, except as provided in paragraph D, the term director does not include an advisory director who:
1. Is not elected by the shareholders of the trust company;
 2. Is not authorized to vote on any matters before the board of directors; and
 3. Provides solely general policy advice to the board of directors.
- D. The Banking Board or the Division of Banking may otherwise determine that additional reporting is required of any person who becomes an executive officer, director, or person in control. Written notice will be provided by the Division of Banking to such person of any additional requirements.
- E. The Banking Board may assess a \$25.00 per day penalty for late filing of reports of new executive officers, directors, and persons in control which are required by C.R.S. 11-2-109(6) and (7) and this rule. Said penalty may be waived by the Banking Board pursuant to statute. Filing of an incorrect report form is not grounds for the waiving of the penalty.

A. Qualifications

The following persons may qualify to be responsible for conducting a directors' examination of trust companies:

1. A Certified Public Accountant(s) who holds an active certificate under the laws of this state.
2. A qualified independent person(s) or firm whose credentials have been submitted to and approved by the Colorado State Banking Board to conduct such examinations. The Banking Board will take into consideration such things as past proven work of the person or firm, professional reputation, training and education, and capacity to perform the examination in a timely manner.
3. The Banking Board reserves the right to revoke any previously approved qualification for due cause.

B. Independence

A person who conducts or reviews and/or approves a directors' examination (person) of a trust company (institution) must be independent with respect to the institution in fact and appearance.

Independence will be considered impaired if, for example, during the period of the directors examination, or at the time of the issuing of the report, the person:

1. Had or was committed to acquire any direct or material indirect financial interest in the institution;
2. Was a trustee of any trust or executor or administrator of any estate if such trust or estate had or was committed to acquire any direct or material indirect financial interest in the institution;
3. Had any joint closely-held business investment with the institution or any officer, director, or principal stockholder thereof which was material in relation to the net worth of either the institution or the person; or
4. Had any loan to or from the institution or any officer, director, or principal shareholder thereof other than loans of the following kinds made by a financial institution under normal lending procedures, terms and requirements:
 - a. Loans obtained by the person which are not material in relation to the net worth of the borrower;
 - b. Home mortgages; and
 - c. Other secured loans, except those secured solely by a guarantee of the person.

Independence will also be considered to be impaired if, during the period covered by the financial statements, during the period of the directors' examinations, or at the time of the issuing of the report, the person:

1. Was connected with the institution as a promoter, underwriter, voting trustee, director or officer, or in any capacity equivalent to that of a member of management or of an employee;
2. Was a trustee for any pension or profit sharing trust of the institution;
3. Received or had a commitment to receive other compensation from the institution or a third party, for services or products of others to be procured by the institution; or
4. Received or had a commitment from the institution to receive a contingent fee. For this purpose, a contingent fee means

compensation for the performance of services payment of which, or the amount of which, is contingent upon the findings or results of such services.

TC-13 Minimum Capital Ratios [11-23-106]

A. Purpose

The Colorado State Banking Board (Board) believes a minimum leverage ratio is necessary because the risk-based capital guidelines detailed in TC-14, which are designed solely as a measure of credit risk, create the possibility for significant leverage. Assets that have no credit risk receive a zero percent risk weight and, therefore, require no capital. However, the Board believes that every institution should have at least a base level of capital as protection against risks not measured by the risk-based capital ratio.

B. Definitions For the purpose of this Rule:

1. Adjusted total assets means the average total assets figure required to be computed for and stated in an institution's most recent quarterly "Consolidated Report of Condition" (Call Report), minus end-of-quarter intangible assets that are deducted from Tier 1 capital. The Board reserves the right to require an institution to compute and maintain its capital ratios on the basis of actual, rather than average, total assets when necessary to carry out the purposes of this regulation.
2. Tier 1 Capital means "Tier 1 Capital" as determined according to TC-14, including the deductions described therein.
3. Tier 2 Capital means "Tier 2 Capital" as determined according to TC-14, including the limitations described therein.
4. Total Capital means "Total Capital" as determined according to TC-14, including the deductions described therein.
5. Liquid Capital means "Tier 1 Capital" minus investments made pursuant to Subsections (1)(i), 2, 3, 5, and 6 of 11-23-110, C.R.S., except for investments in the capital stock of a corporation regulated under the federal Investment Company Act of 1940. The Board reserves the right to determine that other investments do not provide sufficient liquidity to be defined as "Liquid Capital".

C. Transitional rules

Intangible assets, other than mortgage servicing rights, purchased prior to April 15, 1985, and accounted for in accordance with the instruction of the Board need not be deducted from Tier 1 Capital until December 31, 1992. However, when combined with other qualifying intangible assets, these intangibles may not exceed 25 percent of Tier 1 Capital. After December 31, 1992, only those intangible assets that meet the criteria contained in TC-14 will not be deducted from Tier 1 Capital.

D. Reservation of Authority

Notwithstanding the definitions of Tier 1 Capital and Tier 2 Capital the Board may find that a newly developed or modified capital instrument constitutes Tier 1 Capital or Tier 2 Capital, and may permit one or more institutions to include all or a portion of funds obtained through such capital instruments as Tier 1 or Tier 2 Capital, permanently or on a temporary basis, for the purpose of compliance with the Board rules.

Similarly, the Board may find that a particular intangible asset need not be deducted from Tier 1 or Tier 2 Capital. Conversely, the Board may find that a particular intangible asset or Tier 1 or Tier 2 Capital component has characteristics or terms that diminish its contribution to an institution's ability to absorb losses, and may require the deduction of this component from the computation of Tier 1 or Tier 2 Capital.

E. Initial Capital

No trust company shall be granted a charter unless it has paid-in capital stock of at least \$500,000, or such greater amount as the Board may reasonably require.

F. Minimum Capital Ratios For Depository Trust Companies

1. Risk-weighted asset ratio. All institutions must have and maintain the minimum ratios of Tier 1 and Total Capital to risk-weighted assets as set forth in TC-14.
2. Total asset leverage ratio. All institutions must have and maintain Tier 1 Capital in an amount equal to at least 3.0 percent of adjusted total assets.
3. Additional leverage ratio requirements. An institution operating at or near the level in subsection 2 above is expected to have well-diversified risks, including no undue interest rate risk exposure; excellent control systems; good earnings; high asset quality; high liquidity; and well managed on- and off-balance sheet activities; and in general be considered a strong organization, rated composite 1 under the CAMEL rating system. For all but the most highly-rated institutions meeting the conditions set forth above, the minimum Tier 1 leverage ratio is to be 3 percent plus an additional cushion of at least 100 to 200 basis points. In all cases, institutions should hold capital commensurate with the level and nature of all risks.

G. Minimum Capital Ratios For Non-Depository Trust Companies

1. Minimum Ratios. Non-depository trust companies must maintain total capital equal to or greater than .25% of discretionary trust assets and .125% of non-discretionary trust assets. In no event shall a non-depository trust company's total liquid capital be less than \$250,000. Discretionary trust assets are those accounts over which a customer has given the trust company discretion to make investments and/or income distribution decisions for the customer. Upon application by a trust company to the Banking Board, the Banking Board may reduce the minimum ratio if the trust company proves to the satisfaction of the Banking Board that a lower minimum ratio will not adversely impact the safe and sound operations of the trust company or the protection of the customer.
2. Transition Ratios. Non-depository trust companies chartered as of the March 31, 1993 must have total capital equal to or greater than .12% of discretionary trust assets and .06% of non-discretionary trust assets by June 30, 1993, and must comply with the requirement of .25% of discretionary trust assets and .125% of non-discretionary trust assets as of September 30, 1993.

H. Applicability

The Board may require higher minimum capital ratios for an individual institution in view of its circumstances. For example, higher capital ratios may be appropriate for:

1. A newly chartered institution;
2. An institution receiving special supervisory attention;
3. An institution which has or is expected to have losses resulting in capital inadequacy;
4. An institution with significant exposure due to interest rate, fiduciary, operational, credit concentration, or similar risks;
5. An institution exposed to a high degree of asset depreciation, or a low level of liquid assets in relation to short term liabilities;
6. An institution exposed to a high volume or particularly severe problem assets.

I. Statute References to Capital

1. As referenced in the statutes the following definitions will apply:

- a. 11-23-109(1)(d) shall refer to the leverage ratio and Tier 1, Tier 2, and Total Capital.
- b. 11-23-110(2) shall refer to Total Capital.
- c. 11-23-110(3) shall refer to Total Capital.
- d. 11-23-110(5) shall refer to Total Capital.
- e. 11-23-110(6) shall refer to Total Capital.
- f. 11-23-122(1) shall refer to the leverage ratio.

J. Reference to Federal Law

The Investment Company Act of 1940, also known as 15 U.S.C. section 80a-1, et seq., is a law enacted by the United States Congress and administered by the Federal Securities and Exchange Commission. This rule does not include amendments to or editions of the referenced material later than the effective date of this rule, March 30, 1993.

For more detailed information pertaining to these provisions, please contact the secretary for the State Banking Board at 1560 Broadway, Suite 1175, Denver, Colorado 80202, (303) 894-7575.

TC-14 Risk-Based Capital Definitions and Adequacy. [11-23-106]

A. Purpose.

An important function of the State Banking Board (Board) and the Division of Banking is to evaluate the adequacy of capital maintained by each regulated institution. Such an evaluation involves the consideration of numerous factors, including the riskiness of an institution's assets and off-balance sheet items. This Rule implements the Board's risk-based capital guidelines.

The risk-based capital guidelines establish a minimum capital ratio. Most institutions will be expected to maintain a capital ratio that is above the minimum. The primary focus of the risk-based capital guidelines is credit risk. The guidelines do not explicitly address other types of risk affecting an institution's condition, such as interest rate risk, asset concentrations, and operational risks. Therefore, the level of capital required for an individual institution will depend on that institution's total risk profile, as determined through the supervisory process.

Certain components of capital, categories of on-balance sheet assets, and categories of off-balance sheet items appearing in this rule may not apply to state chartered commercial banks. Nothing in this rule shall be construed to increase the powers of state chartered commercial banks.

B. Definitions. For the purposes of this Rule, the following definitions apply:

1. "Allowances for loan and lease losses" means the balance of the valuation reserve on December 31, 1968, plus additions to the reserve charged to operations since that date, less losses charged against the allowance net of recoveries.
2. "Associated company" means any corporation partnership, business trust, joint venture, association or similar organization in which an institution directly or indirectly holds a 20 to 50 percent ownership interest.
3. "Banking and finance subsidiary" means any subsidiary of an institution that engages in banking and finance-related activities.
4. "Cash items in the process of collection" means checks or drafts in the process of collection that are drawn on another depository institution, including a central bank and that are payable immediately upon presentation in the country in which the reporting institution's office that is clearing or

collecting the check or draft is located; U.S. Government checks that are drawn on the United States Treasury or any other U.S. Government or Government-sponsored agency and that are payable immediately upon presentation; broker's security drafts and commodity or bill-of-lading drafts payable immediately upon presentation in the United States or the country in which the reporting bank's office that is handling the drafts is located; and unposted debits.

5. "Central government" means the national governing authority of a country; it includes the departments of ministries and agencies of the central government and the central bank. The U.S. Central Bank includes the 12 Federal Reserve Banks. The definition does not include the following: State, provincial or local governments; commercial enterprises owned by the central government, which are entities engaged in activities involving trade, commerce or profit that are generally conducted or performed in the private sector of the United States economy; and noncentral government entities whose obligations are guaranteed by the central government.
6. "Commitment" means any arrangement that obligates an institution to:
 - a. Purchase loans or securities; or
 - b. Extend credit in the form of loans or leases, participations in loans or leases, overdraft facilities, revolving credit facilities, or similar transactions.
7. "Common stockholders' equity" means common stock, common stock surplus, undivided profits, capital reserves, adjustments for the cumulative effect of foreign currency translation and net of unrealized losses on noncurrent marketable equity securities.
8. "Conditional guarantee" means a contingent obligation of the United States Government or its agencies, or the central government of an OECD country, the validity of which to the beneficiary is dependent upon some affirmative action--e.g., servicing requirements--on the part of the beneficiary of the guarantee or a third party.
9. "Depository institution" means a financial institution that engages in the business of banking; that is recognized as a bank by the bank supervisory or monetary authorities of the country of its incorporation and the country of its principal banking operations; that receives deposits to a substantial extent in the regular course of business; and that has the power to accept demand deposits. In the U.S., this definition encompasses all federally insured offices of commercial banks, mutual and stock savings banks, savings or building and loan associations (stock and mutual), cooperative banks, credit unions, and international banking facilities of domestic depository institutions. In addition, this definition encompasses all federally insured, Colorado state chartered offices of industrial banks and trust companies. Bank holding companies are excluded from this definition. For the purposes of assigning risk weights, the differentiation between OECD depository institutions and non-OECD depository institutions is based on the country of incorporation. Claims on branches and agencies of foreign banks located in the United States are to be categorized on the basis of the parent bank's country of incorporation.
10. "Exchange rate contracts" include: Cross-currency interest rate swaps; forward foreign exchange rate contracts; currency options purchased; and any similar instrument that, in the opinion of the Board gives rise to similar risks.
11. "Goodwill" means an intangible asset that represents the excess of the purchase price over the fair market value of tangible and identifiable intangible assets acquired in purchases accounted for under the purchase method of accounting.
12. "Intangible assets" include, but are not limited to, purchased mortgage and credit card servicing rights, goodwill, favorable leaseholds, and core deposit value.
13. "Interest rate contracts" include: Single currency interest rate swaps; basis swaps; forward rate agreements; interest rate options purchased; forward deposits accepted; and any similar instrument that, in the opinion of the Board, gives rise to similar risks, including when-issued securities.
14. "Novation" means a bilateral contract between two counterparties under which any obligation to each other to deliver a given

currency on a given date is automatically amalgamated with all other obligations for the same currency and value date, legally substituting one single net amount for the previous gross obligations.

15. "OECD-based country" means a member of the grouping of countries that are full members of the Organization of Economic Cooperation and Development, plus countries that have concluded special lending arrangements with the International Monetary Fund (IMF) associated with the IMF's General Arrangements to Borrow. These countries are hereinafter referred to as "OECD countries".
16. "Original maturity" means, with respect to a commitment, the earliest date after a commitment is made on which the commitment is scheduled to expire (i.e., it will reach its stated maturity and cease to be binding on either party), provided that either:
 - a. The commitment is not subject to extension or renewal and will actually expire on its stated expiration date, or
 - b. If the commitment is subject to extension or renewal beyond its stated expiration date, the stated expiration date will be deemed the original maturity only if the extension or renewal must be based upon terms and conditions independently negotiated in good faith with the customer at the time of the extension or renewal and upon a new, *bona fide* credit analysis utilizing current information on financial condition and trends.
17. "Preferred stock" includes the following instruments:
 - a. "Convertible preferred stock," which means preferred stock that is mandatorily convertible into either common or perpetual preferred stock;
 - b. "Intermediate-term preferred stock," which means preferred stock with an original maturity of at least five years, but less than 20 years;
 - c. "Long-term preferred stock," which means preferred stock with an original maturity of 20 years or more; and
 - d. "Perpetual preferred stock," which means preferred stock without a fixed maturity date that cannot be redeemed at the option of the holder, and that has no other provisions that will require future redemption of the issue.

For purposes of these instruments, preferred stock that can be redeemed at the option of the holder is deemed to have an "original maturity" of the earliest possible date on which it may be so redeemed.
18. "Public-sector entities" include states, local authorities and governmental subdivisions below the central government level in an OECD country. In the United States, this definition encompasses a state, county, city, town, or other municipal corporation, a public authority, and generally any publicly-owned entity that is an instrumentality of a state or municipal corporation. This definition does not include commercial companies owned by the public sector.
19. "Reciprocal holdings of bank capital instruments" means cross-holdings or other formal or informal arrangements in which two or more banking organizations swap, exchange, or otherwise agree to hold each other's capital instruments. This definition does not include holdings of capital instruments issued by other banking organizations that were taken in satisfaction of debts previously contracted, provided that the reporting institution has not held such instruments for more than five years or a longer period approved by the Board.
20. "Replacement cost" means, with respect to interest rate and exchange rate contracts, the loss that would be incurred in the event of a counterparty default, as measured by the net cost of replacing the contract at the current market value. If default would result in a theoretical profit, the replacement value is considered to be zero. The mark-to-market process should incorporate changes in both interest rates and counterparty credit quality.
21. "Residential properties" means houses, condominiums, cooperative units, and manufactured homes. This definition does not include boats or motor homes, even if used as a primary residence.
22. "Risk-weighted assets" means the sum of total risk-weighted balance sheet assets and the total of risk-weighted off-balance sheet credit equivalent amounts. Risk-weighted balance sheet

- and off-balance sheet assets are calculated in accordance with Section D of this Rule.
23. "Subsidiary" means any corporation, partnership, business trust, joint venture, association or similar organization in which an institution directly or indirectly holds more than a 50% ownership interest. This definition does not include ownership interests that were taken in satisfaction of debts previously contracted, provided that the reporting institution has not held the interest for more than five years or a longer period approved by the Board.
 24. "Total capital" means the sum of an institution's core (Tier 1) and qualifying supplementary (Tier 2) capital elements.
 25. "Unconditionally cancelable" means, with respect to a commitment-type lending arrangement, that the institution may, at any time, with or without cause, refuse to advance funds or extend credit under the facility. In the case of home equity lines of credit, the institution is deemed able to unconditionally cancel the commitment if it can, at its option, prohibit additional extensions of credit, reduce the line, and terminate the commitment to the full extent permitted by relevant State law.
 26. "United States Government or its agencies" means an instrumentality of the U.S. Government whose debt obligations are fully and explicitly guaranteed as to the timely payment of principal and interest by the full faith and credit of the United States Government.
 27. "United States Government-sponsored agency" means an agency originally established or chartered to serve public purposes specified by the United States Congress, but whose obligations are not explicitly guaranteed by the full faith and credit of the United States Government.
- C. Components of Capital. An institution's qualifying capital base consists of two types of capital--core (Tier 1) and supplementary (Tier 2).
1. Tier 1 Capital. The following elements comprise an institution's Tier 1 capital:
 - a. Common stockholders' equity;
 - b. Noncumulative perpetual preferred stock and related surplus (Preferred stock issues where the dividend is reset periodically based upon current market conditions and the institution's current credit rating, including but not limited to, auction rate, money market or remarketable preferred stock, are assigned to Tier 2 capital, regardless of whether the dividends are cumulative or noncumulative.); and
 - c. Minority interests in the equity accounts of consolidated subsidiaries.
 2. Tier 2 Capital. The following elements comprise an institution's Tier 2 capital:
 - a. Allowance for loan and lease losses, up to a maximum of 1.25% of risk-weighted assets, subject to the transition rules in section E (1) (b) of this Rule. (The amount of the allowance for loan and lease losses that may be included in capital is based on a percentage of risk-weighted assets. The gross sum of risk-weighted assets used in this calculation includes all risk-weighted assets, with the exception of the assets required to be deducted from capital under section C (3) of this Rule. An institution may deduct reserves for loan and lease losses in excess of the amount permitted to be included as capital, as well as allocated transfer risk reserves and reserves held against other real estate owned, from the gross sum of risk-weighted assets in computing the denominator of the risk-based capital ratio.)
 - b. Cumulative perpetual preferred stock, long-term preferred stock, convertible preferred stock, and any related surplus, without limit, if the issuing institution has the option to defer payment of dividends on these instruments. For long-term preferred stock, the amount that is eligible to be included as Tier 2 capital is reduced by 20% of the original amount of the instrument (net of redemptions) at

the beginning of each of the last five years of life of the instrument.

- c. Hybrid capital instruments, without limit. Hybrid capital instruments are those instruments that combine certain characteristics of debt and equity, such as perpetual debt. To be included as Tier 2 capital, these instruments must meet the following criteria:
- (1) The instrument must be unsecured, subordinated to the claims of depositors and general creditors, and fully paid up;
 - (2) The instrument must not be redeemable at the option of the holder prior to maturity, except with the prior approval of the Board.
 - (3) The instrument must be available to participate in losses while the issuer is operating as a going concern (in this regard, the instrument must automatically convert to common stock or perpetual preferred stock, if the sum of the retained earnings and capital surplus accounts of the issuer shows a negative balance); and
 - (4) The instrument must provide the option for the issuer to defer principal and interest payments, if
 - (a) The issuer does not report a net profit for the most recent combined four quarters, and
 - (b) The issuer eliminates cash dividends on its common and preferred stock.
- d. Term subordinated debt instruments, and intermediate-term preferred stock and related surplus are included in Tier 2 capital, but only to a maximum of 50% of Tier 1 capital as calculated after deductions pursuant to section C (3) of this Rule. To be considered capital, term subordinated debt instruments must meet the following requirements:
- (1) Have original weighted average maturities of at least five years;
 - (2) Be subordinated to the claims of depositors;
 - (3) State on the instrument that it is not a deposit and is not insured by the FDIC;
 - (4) Be approved as capital by the Board
 - (5) Be unsecured;
 - (6) Be ineligible as collateral for a loan by the issuing institution;
 - (7) Provide that once any scheduled payments of principal begin, all scheduled payments shall be made at least annually and the amount repaid in each year shall be no less than in the prior year; and
 - (8) Provide that no accelerated payment by reason of default or otherwise may be made without the prior written approval of the Board.

Also, at the beginning of each of the last five years of the life of either type of instrument, the amount that is eligible to be included as Tier 2 capital is reduced by 20% of the original amount of that instrument (net of redemptions). (Capital instruments may be redeemed prior to maturity with the prior approval of the Board. The Board typically will consider requests for the redemption of capital instruments when the instruments are to be redeemed with the proceeds of, or replaced by, a like amount of a similar or higher quality capital instrument. However, the Board reserves the authority to deny redemption in such circumstances or to allow redemption in other circumstances, based upon its evaluation of the circumstances of each case. The Board must be notified in writing of any request for redemption at least 30 days in advance of such redemption.)

3. Deductions From Capital. The following items are deducted from the appropriate portion of an institution's capital base when calculating its risk-based capital ratio.
- a. Deductions from Tier 1 capital:
- (1) All goodwill is deducted from Tier 1 capital before the Tier 2 portion of the calculation is made,

- subject to the transition rules contained in section E (1) (a) (2) of this Rule; and
- (2) Other intangible assets which do not meet the conditions established in C (3) (b) below, are deducted from Tier 1 capital before the Tier 2 portion of the calculation is made.
- b. Certain other intangible assets, including mortgage servicing rights and purchased credit card relationships, need not be deducted from Tier 1 capital, subject to the following conditions:
- (1) The intangible assets must meet each of the following criteria:
 - (a) The intangible asset must be able to be separated and sold apart from the institution or from the bulk of the institution's assets;
 - (b) The market value of the intangible asset must be established on an annual basis through an identifiable stream of cash flows, and there must be a high degree of certainty that the asset will hold this market value notwithstanding the future prospects of the institution; and
 - (c) The institution must demonstrate that a market exists which will provide liquidity for the intangible asset;
 - (2) Intangibles which are included as Tier 1 capital are limited to 25% of total Tier 1 capital and, for capital adequacy purposes, must be valued at the lower of either the current amortized book value or the current market value as established as part of the institution's annual audit or directors' examination.
- c. Deductions from total capital:
- (1) Investments, both equity and debt, in unconsolidated banking and finance subsidiaries that are deemed to be capital of the subsidiary;
 - (2) Reciprocal holdings of bank capital instruments; and
 - (3) The Board may require deduction of investments in other subsidiaries and associated companies on a case-by-case basis.
- D. Risk Categories/Weights for On-Balance Sheet Assets and Off-Balance Sheet Items.

The denominator of the risk-based capital ratio, i.e., an institution's risk-weighted assets, is derived by assigning that institution's assets and off-balance sheet items to one of the four risk categories detailed in section D (1) of this Rule. Each category has a specific risk weight. Before an off-balance sheet item is assigned a risk weight, it is converted to an on-balance sheet credit equivalent amount in accordance with section D (2) of this Rule. The risk weight assigned to a particular asset or on-balance sheet credit equivalent amount determines the percentage of that asset/credit equivalent that is included in the denominator of the institution's risk-based capital ratio. Any asset deducted from an institution's capital in computing the numerator of the risk-based capital ratio is not included as part of the institution's risk-weighted assets.

The Board reserves the right to require an institution to compute its risk-based capital ratio on the basis of average, rather than period-end, risk-weighted assets when necessary to carry out the purposes of these guidelines.

Some of the assets on an institution's balance sheet may represent an indirect holding of a pool of assets, e.g., mutual funds, that encompasses more than one risk weight within the pool. In those situations, the asset is assigned to the risk category applicable to the highest risk-weighted asset that pool is permitted to hold pursuant to its stated investment objectives. However, the minimum risk weight that may be assigned to such a pool is 20%. If, in order to maintain a necessary degree of liquidity, the fund is permitted to hold an insignificant amount of its investments in short-term, highly-liquid securities of superior credit quality (that do not

qualify for a preferential risk weight), such securities generally will not be taken into account in determining the risk category into which the institution's holding in the overall pool should be assigned. More detail on the treatment of mortgage-backed securities is provided in section D (1)(c)(4) of this Rule.

1. On-Balance Sheet Assets. The following are the risk categories/weights for on-balance sheet assets:

a. Zero percent risk weight.

- (1) Cash, including domestic and foreign currency owned and held in all offices of an institution or in transit. Any foreign currency held by an institution should be converted into U.S. dollar equivalents.
- (2) Deposit reserves and other balances at Federal Reserve Banks.
- (3) Securities issued by, and other direct claims on, the United States Government or its agencies, or the central government of an OECD country.
- (4) That portion of assets directly and unconditionally guaranteed by the United States Government or its agencies, or the central government of an OECD country.
- (5) Local currency claims on or unconditionally guaranteed by central governments of non-OECD countries, to the extent the institution has local currency liabilities in that country. Any amount of such claims that exceed the amount of the institution's local currency liabilities is assigned to the 100% risk category of section D (1)(d) of this Rule.
- (6) Gold bullion held in the institution's own vaults or in another institution's vaults on an allocated basis, to the extent it is backed by gold bullion liabilities.
- (7) The book value of paid-in Federal Reserve Bank stock.
- (8) That portion of assets collateralized by the current market value of securities issued or guaranteed by United States Government-sponsored agencies.
- (9) Assets collateralized by cash held in a segregated deposit account by the reporting institution.

b. Twenty percent risk weight.

- (1) All claims on depository institutions incorporated in an OECD country, and all assets backed by the full faith and credit of depository institutions incorporated in an OECD country. This includes the credit equivalent amount of participations in commitments and standby letters of credit sold to other depository institutions incorporated in an OECD country, but only if the originating institution remains liable to the customer or beneficiary for the full amount of the commitment or standby letter of credit. Also included in this category are the credit equivalent amounts of risk participations in bankers' acceptances conveyed to other depository institutions incorporated in an OECD country. However, bank-issued securities that qualify as capital of the issuing bank are not included in this risk category, but are assigned to the 100% risk category of section D (1)(d) of this Rule.
- (2) Claims on, or guaranteed by depository institutions, other than the central bank, incorporated in a non-OECD country, with a residual maturity of one year or less.
- (3) Cash items in the process of collection.
- (4) That portion of assets conditionally guaranteed by the United States Government or its agencies, or the central government of an OECD country.
- (5) Securities issued by, or other direct claims on, United States Government-sponsored agencies.
- (6) That portion of assets guaranteed by United States Government-sponsored agencies. Privately issued mortgage-backed securities, e.g., CMOs and REMICs, where the underlying pool is comprised solely of mortgage-related securities issued by GNMA, FNMA and

FHLMC, will be treated as an indirect holding of the underlying assets and assigned to the 20% risk category of this section D (1)(b). If the underlying pool is comprised of assets which attract different risk weights, e.g., FNMA securities and conventional mortgages, the institution should generally assign the security to the highest risk category appropriate for any asset in the pool. However, on a case-by-case basis, the Board may allow the institution to assign the security proportionately to the various risk categories based on the proportion in which the risk categories are represented by the composition cash flows of the underlying pool of assets. Before the Board will consider a request to proportionately risk-weight such a security, the institution must have current information for the reporting date that details the composition and cash flows of the underlying pool of assets. Furthermore, before a mortgage-related security will receive a risk weight lower than 100%, it must meet the criteria set forth in section D (1)(c)(4) of this Rule.

- (7) That portion of assets collateralized by the current market value of securities issued or guaranteed by United States Government-sponsored agencies.
- (8) Claims representing general obligations of any public-sector entity in an OECD country, and that portion of any claims guaranteed by any such public-sector entity. In the U.S., these obligations include obligations of any state or any political subdivision which is supported by the full faith and credit of an obligor possessing general powers of taxation, including property taxation. It includes an obligation payable from a special fund or by an obligor not possessing general powers of taxation when an obligor possessing general powers of taxation, including property taxation, has unconditionally promised to make payments available for the payment of the obligation of amounts which (together with any other funds available for the purpose) will be sufficient to provide for all required payments in connection with the obligation.
- (9) Claims on, or guaranteed by, official multilateral lending institutions or regional development institutions in which the United States Government is a shareholder or contributing member. These institutions include, but are not limited to, the International Bank for Reconstruction and Development (World Bank), the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the European Investments Bank, the International Monetary Fund and the Bank for International Settlements
- (10) That portion of assets collateralized by the current market value of securities issued by official multilateral lending institutions or regional development institutions in which the United States Government is a shareholder or contributing member.
- (11) That portion of local currency claims conditionally guaranteed by central governments of non-OECD countries, to the extent the institution has local currency liabilities in that country.

c. Fifty percent risk weight.

- (1) Revenue obligations of any public-sector entity in an OECD country for which the underlying obligor is the public-sector entity, but which are repayable solely from the revenues generated by the project financed through the issuance of the obligations.
- (2) The credit equivalent amount of interest rate and exchange rate contracts, calculated in accordance with section D (2)(e) of this Rule that do not qualify for inclusion in a lower risk category.
- (3) Loans secured by first mortgages on one-to-four family residential properties, either owner-occupied or rented, provided that such loans are not more than 90 days past due, or on nonaccrual or restructured. It is presumed that such loans will meet prudent underwriting standards. Furthermore, residential property loans that are made for the purpose of construction financing are assigned to the 100% risk category of section D (1)(d) of this Rule; however, this exclusion from the 50% risk category does not apply to loans to individual purchasers for the construction of their own homes.
- (4) Privately-issued mortgage-backed securities, i.e., those that do not carry the guarantee of a government or government-sponsored agency, fully secured by mortgages that, at the time of origination, qualify for this 50% risk weight under section D (1)(c)(3) above, provided they meet the following criteria:
 - (a) The underlying assets must be held by an independent trustee that has a first priority, perfected security interest in the underlying assets for the benefit of the holders of the security;
 - (b) The holder of the security must have an undivided pro rata ownership interest in the underlying assets or the trust that issues the security must have no liabilities unrelated to the issued securities;
 - (c) The trust that issues the security must be structured such that the cash flows from the underlying assets fully meet the cash flow requirements of the security without undue reliance on any reinvestment income; and
 - (d) There must not be any material reinvestment risk associated with any funds awaiting distribution to the holder of the security.

NOTE: If all of the underlying mortgages in the pool do not qualify for the 50% risk weight, the institution should generally assign the entire value of the security to the 100% risk category of D (1)(d) of this Rule; however, on a case-by-case basis, the Board may allow the institution to assign only the portion of the security which represents an interest in, and the cash flows of, nonqualifying mortgages to the 100% risk category, with the remainder being assigned a risk weight of 50%. Before the Board will consider a request to risk weight a mortgage-backed security on a proportionate basis, the institution must have current information for the reporting date that details the composition and cash flows of the underlying pool of mortgages.

- (5) Loans to residential real estate builders for one-to-four family residential property construction, if the institution obtains, prior to the making of the construction loan, sufficient documentation that the property is subject to a legally binding written sales contract that the purchaser has obtained a firm written commitment for permanent financing of the home upon completion, subject to the following additional criteria:

- (a) The builder must incur at least the first 10% of the direct cost (i.e. actual costs of the land, labor, and material) before any drawdown is made under the construction loan and the construction loan may not exceed 80% of the sales price of the presold home;
 - (b) The individual purchaser has made a substantial "earnest money deposit" of no less than 3% of the sales price of the home that must be subject to forfeiture by the individual purchaser, even if the contract is terminated pursuant to some condition in the sales contract itself;
 - (c) The earnest money deposit must be held in escrow by the institution financing the builder; and the escrow agreement must provide that in the event of default the escrow funds must be used to first compensate the institution for its losses, incurred pursuant to the termination of the sales contract, with the remainder of the funds to be turned over to the builder to be used in accordance with the terms of the sales contract;
 - (d) If the individual purchaser terminates the contract or if the loan fails to satisfy any other criterion under this section, the institution must immediately recategorize the loan at the 100% risk weight and must accurately report the loan in the institution's next quarterly Call Report;
 - (e) The individual purchaser must intend that the home will be owner-occupied;
 - (f) The loan is made by the institution in accordance with prudent underwriting standards;
 - (g) The loan is not more than 90 days past due, or on nonaccrual or restructured; and
 - (h) The purchaser is an individual(s) and not a partnership, joint venture, trust corporation, or any other entity (including an entity acting as a sole proprietorship) that is purchasing one or more of the homes for speculative purposes.
- d. One hundred percent risk weight. All other assets not specified above, including, but not limited to:
- (1) Claims on or guaranteed by depository institutions incorporated in a non-OECD country, as well as claims on the central bank of a non-OECD country, with a residual maturity exceeding one year.
 - (2) All non-local currency claims on non-OECD central governments, as well as local currency claims on non-OECD central governments that are not included in section D (1)(a)(5) of this Rule.
 - (3) Any classes of a mortgage-backed security that can absorb more than their pro rata share of the principal loss without the whole issue being in default, e.g., subordinated classes or residual interests, regardless of the issuer or guarantor.
 - (4) All stripped mortgage-backed securities, including interest only portions (IOs), principal only portions (POs) and other similar instruments, regardless of the issuer or guarantor.
 - (5) Obligations issued by any state or any political subdivision thereof for the benefit of a private party or enterprise where that party or enterprise, rather than the issuing state or political subdivision, is responsible for the timely payment of principal and interest on the obligation, e.g., industrial development bonds.
 - (6) Claims on commercial enterprises owned by non-OECD and OECD central governments.

- (7) Any investment in an unconsolidated subsidiary that is not required to be deducted from total capital pursuant to section (C) (3) (c) of this Rule.
 - (8) Instruments issued by depository institutions incorporated in OECD and non-OECD countries that qualify as capital of the issuer.
 - (9) Investments in fixed assets, premises, and other real estate owned.
2. Off-Balance Sheet Activities. The risk weight assigned to an off-balance sheet activity is determined by a two-step process. First, the face amount of the off-balance sheet item is multiplied by the appropriate credit conversion factor specified in this section. This calculation translates the face amount of an off-balance sheet item into an on-balance sheet credit equivalent amount. Second, the resulting credit equivalent amount is then assigned to the proper risk category using the criteria regarding obligors, guarantors and collateral listed in section D (1) of this Rule; however, collateral and guarantees are applied to the face amount of an off-balance sheet item, not the credit equivalent amount of such an item. The following are the credit conversion factors and the off-balance sheet items to which they apply.
- a. One hundred percent credit conversion factor.
- (1) Direct credit substitutes, including financial guarantee-type standby letters of credit that support financial claims on the account party. For purposes of this section, a "financial guarantee-type standby letter of credit" is any letter of credit, or similar arrangement, however named or described, which represents an irrevocable obligation to the beneficiary on the part of the issuer (1) to repay money borrowed by or advanced to or for the account of the account party or (2) to make payment on account of any indebtedness undertaken by the account party, in the event that the account party fails to fulfill its obligation to the beneficiary. The face amount of a direct credit substitute is netted against the amount of any participations sold in that item. The amount not sold is converted to an on-balance sheet credit equivalent and assigned to the proper risk category using the criteria regarding obligors, guarantors and collateral listed in section D (1) of this Rule. Participations are treated as follows:
 - (a) If the originating institution remains liable to the beneficiary for the full amount of the standby letter of credit, in the event the participant fails to perform under its participation agreement, the amount of participations sold are converted to an on-balance sheet credit equivalent using a credit conversion factor of 100%, with that amount then being assigned to the risk category appropriate for the purchaser of the participation.
 - (b) If the participations are such that each participant is responsible only for its prorata share of the risk, and there is no recourse to the originating institution, the full amount of the participations sold is excluded from the originating institution's risk-weighted assets.
 - (2) Risk participations purchased in bankers' acceptances and participations purchased in direct credit substitutes.
 - (3) Assets sold under an agreement to repurchase and assets sold with recourse, to the extent that these assets are not reported on an institution's statement of condition (this includes loan strips sold without direct recourse, where the maturity of the participation is shorter than the maturity of the underlying loan).

For risk-based capital purposes, the definition of the sale of assets with recourse, including one-to-

four family residential mortgages, is generally the same as the definition contained in the Instructions for the Preparation of the Consolidated Reports of Condition and Income (the Call Report). Assets which are sold in transactions in which the institution retains risk in a manner which constitutes recourse under the Call Report instructions, but which are not reported on the institution's statement of condition, are included in this section, even though the Call Report allows such transfers to be reported as sales. However, mortgage loans sold in transactions in which the institution retains only an insignificant amount of risk and makes concurrent provision for that risk will not be considered assets sold with recourse. In order to qualify, such transactions must meet three conditions:

- (a) The institution has not retained more than a minimal risk of loss;
 - (b) The maximum amount of exposure to loss which the institution has retained is equal to or less than the amount of probable loss that the institution has reasonably estimated that it will incur on the transferred mortgages; and
 - (c) The institution has created a liability account or other special reserve in an amount equal to its maximum exposure. The amount of this reserve may not be included in capital for the purpose of determining compliance with either the risk-based capital requirement or the leverage ratio; nor may it be included in the allowance for loan and lease losses.
- (4) Contingent obligations with a certain draw down, e.g., legally binding agreements to purchase assets at a specified future date; and
 - (5) Indemnification of customers whose securities the institution has lent as agent. If the customer is not indemnified against loss by the institution, the transaction is excluded from the risk-based capital calculation. When an institution lends its own securities, the transaction is treated as a loan. When an institution lends its own securities or, acting as agent, agrees to indemnify a customer, the transaction is assigned to the risk weight appropriate to the obligor or collateral that is delivered to the lending or indemnifying institution or to an independent custodian acting on their behalf.

b. Fifty percent credit conversion factor.

- (1) Transaction-related contingencies including, among other things, performance bonds and performance-based standby letters of credit related to a particular transaction. A "performance-based standby letter of credit" is any letter of credit, or similar arrangement, however named or described, which represents an irrevocable obligation to the beneficiary on the part of the issuer to make payment on account of any default by the account party in the performance of a nonfinancial or commercial obligation. Participations in performance-based standby letters of credit are treated in accordance with the provisions of section D (2) (a) (1) (a) & (b) of this Rule. Financial guarantee-type standby letters of credit are defined in section D (2) (a) (1) of this rule. To the extent permitted by law or regulation, performance-based standby letters of credit include such things as arrangements backing subcontractors' and suppliers' performance, labor and materials contracts, and construction bids.
- (2) Unused portion of commitments, including home equity lines of credit, with an original maturity exceeding one year. Participations in commitments are treated in accordance with the provisions of section D (2) (a) (1) (a) & (b) of this Rule. Until December 31,

1992, institutions will be permitted to use remaining maturity in determining the appropriate credit conversion factor for the unused portion of loan commitments.

- (3) Revolving underwriting facilities, note issuance facilities, and similar arrangements pursuant to which the institution's customer can issue short-term debt obligations in its own name, but for which the institution has a legally binding commitment to either:
 - (a) Purchase the obligations the customer is unable to sell by a stated date; or
 - (b) Advance funds to its customer, if the obligations cannot be sold.

c. Twenty percent credit conversion factor.

- (1) Trade-related contingencies. These are short-term self-liquidating instruments used to finance the movement of goods and are collateralized by the underlying shipment. A commercial letter of credit is an example of such an instrument.

d. Zero percent credit conversion factor.

- (1) Unused commitments with an original maturity of one year or less.
- (2) Unused commitments with an original maturity of greater than one year, if they are unconditionally cancelable at any time at the option of the institution and the institution has the contractual right to make, and in fact does make, either:
 - (a) A separate credit decision based upon the borrower's current financial condition, before each drawing under the lending facility, or
 - (b) An annual (or more frequent) credit review based upon the borrower's current financial condition to determine whether or not the lending facility should be continued.

NOTE: In the case of home equity lines of credit, the institution is deemed able to unconditionally cancel the commitment if it can, at its option, prohibit additional extensions of credit, reduce the credit line and terminate the commitment to the full extent permitted by relevant Federal law.

- (3) The unused portion of retail credit card lines or other related plans that are unconditionally cancelable by the institution in accordance with applicable law.

e. Interest rate and the exchange rate contracts. The credit equivalent amount of such contracts is the sum of two measures of credit exposure--current and potential credit exposure.

- (1) Current credit exposure--The replacement cost of the contract reflects the current credit exposure, and is measured in U.S. dollars, regardless of the currency specified in the contract. An institution may net multiple contracts with a single counterparty only if those contracts are subject to novation.
- (2) Potential credit exposure--To complete the calculation of the on-balance sheet credit equivalent amount of a contract, an estimate of the potential increase in credit exposure over the remaining life of the contract is added on (the "add on") to the contract's current credit exposure, including contracts with no current credit exposure. The add-on is calculated by multiplying the notional principal amount of the contract by one of the following credit conversion factors, as appropriate:

- (a) Interest rate contracts--
 - (i) Zero percent, if the contract has a remaining maturity of one year or less, and
 - (ii) 0.5%, for contracts with a remaining maturity greater than one year.
- (b) Exchange rate contracts--
 - (i) 1.0%, if the contract has a remaining maturity of one year or less, and
 - (ii) 5.0%, for contracts with a remaining maturity greater than one year.
- (3) Risk weighting--The credit equivalent amount, which is derived from section D (2) (e) (1) & (2) of this Rule is then assigned to the proper risk category using the criteria regarding obligors, guarantors, and collateral listed in section D (1) of this Rule. However, the maximum risk weight assigned to the credit equivalent amount of an interest rate or exchange rate contract is 50%.

NOTE: Interest rate and exchange rate contracts are an exception to the general rule of applying collateral and guarantees to the face value of off-balance sheet items. The sufficiency of collateral and guarantees is determined on the basis of the credit equivalent amount of interest rate and exchange rate contracts.

- (4) Exceptions--The following contracts are not subject to the above calculation and, therefore, are not considered part of the denominator of an institution's risk-based capital ratio:
 - (a) Exchange rate contracts with an original maturity of 14 calendar days or less; and
 - (b) Any interest rate or exchange rate contract that is traded on an exchange requiring the daily payment of any variations in the market value of the contract.

E. Implementation, Transition Rules, and Target Ratios.

1. June 30, 1991, to December 30, 1992. During this time period:
 - a. All institutions are expected to maintain a minimum ratio of total capital (after deductions) to risk-weighted assets of 7.25%.
 - (1) Fifty percent of this 7.25% must be made up of Tier 1 capital; however, up to 10% of Tier 1 capital can be comprised of Tier 2 capital elements, before any deductions for goodwill. The amount of Tier 2 elements included in Tier 1 will not be subject to the sublimits on the amount of such elements in Tier 2 capital, with the exception of the allowance for loan and lease losses.
 - (2) Goodwill that institutions have been allowed to count as capital is grandfathered until December 31, 1992, but will be deducted from Tier 1 capital after that date.
 - b. The allowance for loan and lease losses can be included in total capital up to a maximum of 1.5% of an institution's risk-weighted assets, including the portion that can be borrowed to make up Tier 1.
 - c. Tier 2 capital elements that are not used as part of Tier 1 capital will qualify as part of an institution's total capital base up to a maximum of 100% of the institution's Tier 1 capital.
 - d. In addition to the standards established by these risk-based capital guidelines, all institutions must maintain a minimum capital-to-total asset ratio in accordance with the provisions of TC-13.
2. On December 31, 1992.
 - a. All institutions are expected to maintain a minimum ratio of total capital (after deductions) to risk-weighted assets of 8.0%.

- b. Tier 2 capital elements qualify as part of an institution's total capital base up to a maximum of 100% of that institution's Tier 1 capital.
- c. In addition to the standards established by these risk-based capital guidelines, all institutions must maintain a minimum capital-to-total asset ratio in accordance with the provision of TC-13.

APPENDIX A Summary Definitions Relating to Risk-Based Capital.

TABLE 1 - SUMMARY OF RISK WEIGHTS AND RISK CATEGORIES

Category 1: Zero Percent

1. Cash (domestic and foreign).
2. Balances due from, and claims on, Federal Reserve Banks and central banks in other OECD countries.
3. Claims on, or unconditionally guaranteed by, the U.S. Government or its agencies, or other OECD central governments. For the purpose of calculating the risk-based capital ratio, a U.S. Government agency is defined as an instrumentality of the U.S. Government whose obligations are fully and explicitly guaranteed as to the timely repayment of principal and interest by the full faith and credit of the U.S. Government.
4. Local currency claims on non-OECD central governments and central banks, to the extent the institution has local currency liabilities in that country.
5. Gold bullion held in the institution's own vaults or in another institution's vaults on an allocated basis, to the extent it is backed by gold bullion liabilities.
6. Federal Reserve Bank stock.

Category 2: 20 Percent

1. Portions of loans and other assets collateralized by securities issued or guaranteed by the U.S. Government or its agencies, or other OECD central governments. The degree of collateralization is determined by current market value.
2. Portions of loans and other assets conditionally guaranteed by the U.S. Government or its agencies, or other OECD central governments.
3. Portions of loans and other assets collateralized by cash on deposit in the lending institution.
4. All claims (long- and short-term) on, or guaranteed by, OECD depository institutions.
5. Claims on, or guaranteed by, non-OECD depository institutions, including central banks, with a residual maturity of one year or less.
6. Cash items in the process of collection.
7. Securities and other claims on, or guaranteed by, U.S. Government-sponsored agencies. For the purpose of calculating the risk-based capital ratio, a U.S. Government-sponsored agency is defined as an agency originally established or chartered to serve public purposes specified by the U.S. Congress but whose obligations are not explicitly guaranteed by the full faith and credit of the U.S. Government.
8. Portions of loans and other assets collateralized by securities issued by, or guaranteed by U.S. Government-sponsored agencies. The degree of collateralization is determined by current market value.
9. Claims that represent general obligations of, and portions of claims guaranteed by, public-sector entities in OECD countries, below the level of central government.
10. Claims on or guaranteed by official multilateral lending institutions or regional development institutions in which the U.S. Government is a shareholder or a contributing member.
11. Portions of loans and other assets collateralized with securities issued by official multilateral lending institutions or regional development institutions in which the U.S. Government is a shareholder or a contributing member.

Category 3: 50 Percent

1. Revenue bonds or similar obligations, including loans and leases, that are obligations of public sector entities in OECD countries, but for which the government entity is committed to repay the debt only out of revenues from the facilities financed.
2. Credit equivalent amounts of interest rate and exchange rate related contracts, except for those assigned to a lower risk category.
3. Assets secured by a first mortgage on a one-to-four family residential property that are not more than 90 days past due, on nonaccrual or restructured.
4. Loans to residential real estate builders for one-to-four family residential property construction that have been presold pursuant to legally binding written sales contract.

Category 4: 100 Percent

1. All other claims on private obligors.
2. Claims on non-OECD financial institutions with a residual maturity exceeding one year. Claims on non-OECD central banks with a residual maturity exceeding one year are included in this category unless they qualify for item 4 of Category 1.
3. Claims on non-OECD central governments that are not included in item 4 of Category 1.
4. Obligations issued by state or local governments (including industrial development authorities and similar entities) repayable solely by a private party or enterprise.
5. Premises, plant, and equipment; other fixed assets; and other real estate owned.
6. Investments in unconsolidated subsidiaries, joint ventures, or associated companies (unless deducted from capital).
7. Capital instruments issued by other banking organizations.
8. All other assets (including claims on commercial firms owned by the public sector).

APPENDIX A TABLE 2 - CREDIT CONVERSION FACTORS FOR OFF-BALANCE SHEET ITEMS

100 Percent Conversion Factor

1. Direct credit substitutes (general guarantees of indebtedness and guarantee-type instruments, including standby letters of credit serving as financial guarantees for, or supporting, loans and securities).
2. Risk participations in bankers acceptances and participations in direct credit substitutes (e.g., standby letters of credit).
3. Sale and repurchase agreements and asset sales with recourse, if not already included on the balance sheet.
4. Forward agreements (i.e., contractual obligations) to purchase assets, including financing facilities with certain draw down.

50 Percent Conversion Factor

1. Transaction-related contingencies (e.g., bid bonds, performance bonds, warranties, and standby letters of credit related to particular transactions).
2. Unused commitments with an original maturity exceeding one year.
3. Revolving underwriting facilities (RUFs), note issuance facilities (NIFs) and other similar arrangements.

20 Percent Conversion Factor

1. Short-term, self-liquidating trade-related contingencies, including commercial letters of credit.

Zero Percent Conversion Factor

1. Unused commitments with an original maturity of one year or less.
2. Unused commitments which are unconditionally cancelable at any time, regardless of maturity.

APPENDIX A TABLE 3 - TREATMENT OF INTEREST RATE AND EXCHANGE RATE CONTRACTS

The Current Exposure Method (described below) is utilized to calculate the "credit equivalent amounts" of these instruments. These amounts are assigned a risk weight appropriate to the obligor or any collateral or guarantee. However, the maximum risk weight is limited to 50 percent. Multiple contracts with a single counterparty may be netted if those contracts are subject to novation.

Residual maturity	Interest rate contracts	Exchange rate contracts
One year and less.	Replacement Cost (RC).	RC + 1.0% of total national principal (NP).
Over one year.	RC + 0.5% of NP.	RC + 5.0% of NP.

The following instruments will be excluded:

1. Exchange rate contracts with an original maturity of 14 calendar days or less, and
2. Instruments traded on exchanges and subject to daily margin requirements.

APPENDIX A TABLE 4 - DEFINITION OF CAPITAL

Capital components are distributed between two categories (Tier 1 and Tier 2). Tier 2 capital elements will qualify as part of an institution's total capital base up to a maximum of 100% of that institution's Tier 1 capital. Beginning December 31, 1992, the minimum risk-based capital standard will be 8.0%.

Definition of Capital

Tier 1:

1. Common stockholders' equity;
2. Noncumulative perpetual preferred stock and any related surplus; and
3. Minority interests in the equity accounts of consolidated subsidiaries.

Tier 2:

1. Cumulative perpetual, long-term and convertible preferred stock, and any related surplus. The amount of long-term and intermediate-term preferred stock, as well as term subordinated debt that is eligible to be included as Tier 2 capital is reduced by 20% of the original amount of the instrument at the beginning of each of the last five years of the life of the instrument.
2. Perpetual debt and other hybrid debt/equity instruments.
3. Intermediate-term preferred stock and term subordinated debt (to a maximum of 50% of Tier 1 capital).
4. Loan loss reserves (to a maximum of 1.25% of risk-weighted assets).

Deductions from Capital:

From Tier 1:

1. Goodwill and other intangibles, with the exception of identified intangibles that satisfy the criteria included in the guidelines.

From Total Capital:

1. Investments in unconsolidated banking and finance subsidiaries;
2. Reciprocal holdings of capital instruments.

Transitional Definition

During a transition period beginning June 30, 1991, all institutions are expected to maintain a capital to risk-weighted asset ratio of 7.25%, of which at least 3.25 percentage points must consist of Tier 1 capital. In other words, during this period approximately 4 percentage points of the 7.25% capital ratio may consist of Tier 2 capital. Also during this period, the sublimit on loan loss reserves will be 1.5% of risk-weighted assets.

NEW RULES

TC-16 Insurance [11-23-117(1)(g)]

A trust company must, at all times, maintain a surety bond appropriate to the size and scope of the company's business, but in no event in an amount of less than \$1,000,000. In addition, a trust company must, at all times, maintain a fiduciary errors and omission insurance policy appropriate to the size and scope of the company's business, but in no event in an amount of less than \$1,000,000. In determining the amount of the surety bond and errors and omissions insurance, the company's board of directors shall give due and careful consideration to known elements and factors constituting risk and hazards for the company.

Any surety bond or errors and omissions insurance secured by a trust company shall provide that the bonding company providing the bond(s) shall give at least ninety days notice of cancellation or non-renewal of such bond(s) to the company and to the State Bank Commissioner.

TC-17 Deposit of Securities

A. Purpose. The purpose of this Rule is to protect the Division of Banking against any expense it may incur in liquidating a trust company (nondeposit taking trust company) when the assets of such trust company available to the Division of Banking for this purpose are insufficient.

B. Definitions. For the purpose of this Rule:

1. "Trust company" shall mean a Colorado trust company that is not authorized to accept or hold savings deposits, time deposits or certificates of deposit pursuant to Section 11-23-103(1)(d) of the Colorado Trust Company Act ("Act").
2. "Depository trust company" shall mean a Colorado trust company that is authorized to accept and hold savings deposits, time deposits and certificates of deposit and whose deposits are insured by the Federal Deposit Insurance Corporation.
3. "Eligible Securities" shall mean any investment or security that qualifies as Liquid Capital, as that term is defined in TC-13.
4. "Custodian" shall mean any commercial bank, trust company, depository trust company, or other entity approved by the Division of Banking, other than the trust company for which the Eligible Securities are being held, approved by the State Bank Commissioner to hold in custody Eligible Securities.

C. Deposit of Eligible Securities.

1. Trust companies shall deposit with one or more Custodians Eligible Securities having a market value of not less than \$250,000 or such lesser amount as authorized by Section E of this Rule. Eligible securities, even if commingled with other assets of the trust company, shall be deemed by operation of law to be held in trust for the benefit of the Division of Banking in the event of the involuntary liquidation of the trust company. Upon deposit, the trust company shall notify the Division of Banking in writing of the name, address and telephone number of each Custodian and the identity and value of each of the Eligible Securities deposited with the Custodian(s).

2. The Custodial Agreement between the trust company and the Custodian holding the Eligible Securities shall include the following:

"Upon receiving an Order issued by the State Banking Board that it is taking possession of and seizing the Eligible Securities hereunder, the Custodian shall immediately surrender title and possession of such Eligible Securities to the State Bank Commissioner. The Custodian(s) shall not be liable for any such relinquishment of the Eligible Securities undertaken in good faith and upon notice which appears valid on its face."
3. Trust companies shall include with each quarterly Report of Condition filed with the Division of Banking, a list of the Eligible Securities on deposit with its Custodian(s) together with their market value as of the end of such quarter.
4. A trust company may from time to time substitute Eligible Securities for Eligible Securities on deposit with its Custodian(s) provided that:
 - (a) The market value of the substitute Eligible Securities will, when added to the value of the remaining Eligible Securities, equal or exceed the amount of the required deposit;
 - (b) The Division of Banking is given not less than seven days prior written notice identifying the Eligible Securities and their market value to be withdrawn from the Custodian(s) and listing the Eligible Securities and their market value to be substituted therefore; and
 - (c) A copy of the notice sent to the Division of Banking is sent to the Custodian(s).
- D. Priority of Division of Banking. In the event of the involuntary liquidation of a trust company, as provided in Sections 11-23-122 and 124 of the Act, the Custodian(s) shall immediately surrender the Eligible Securities to the Banking Board, and the Division of Banking shall have a first and prior claim against the Eligible Securities to satisfy the obligations incurred by the Division of Banking in carrying out its duties and responsibilities under Sections 11-23-122 and 124 of the Act.
- E. Transitional Rules. As of the effective date of this Rule, Eligible Securities on deposit with a Custodian(s) shall have a market value of not less than \$100,000. As of January 1, 1994, Eligible Securities on deposit with a Custodian(s) shall have a market value of not less than \$200,000. As of January 1, 1995, and thereafter, Eligible Securities on deposit with a Custodian(s) shall have a market value of not less than \$250,000.

COMPARATIVE ABSTRACT

Showing Condition of Trust Companies in the State of Colorado at the
Close of Business on the Dates Indicated as Compiled by
the Office of the State Bank Commissioner

000 Omitted

ASSETS	10 TRUSTS 12-31-93	% TO TOTAL	9 TRUSTS 12-31-92	INCREASE (+) DECREASE (-)	% CHANGE
CASH & BALANCES DUE FROM BANKS	13,544	1.0	13,534	10	0.1
TOTAL SECURITIES	1,309,623	95.9	1,219,429	90,194	7.4
FEES REC'D. EXPENSES, FIXED/OTHER ASSETS	41,864	3.1	33,989	7,875	23.2
TOTAL ASSETS	1,365,031	100.0	1,266,952	98,079	7.7
LIABILITIES					
DEPOSITS	1,207,203	94.8	1,126,019	81,184	7.2
ACCOUNTS PAYABLE	512	0.0	1,562	(1,050)	(67.2)
ACCRUED EXPENSES	0	0.0	12,338	(12,338)	(100.0)
NOTES PAYABLE, CAP. LSE, OTHER LIAB	65,759	5.2	49,057	16,702	34.0
TOTAL LIABILITIES	1,273,474	93.3	1,188,976	84,498	7.1
CAPITAL					
COMMON STOCK	2,435	0.2	1,984	451	22.7
PERPETUAL PREFERRED STOCK	8,075	0.6	5,150	2,925	56.8
ADDTL. PAID IN CAP., RET EARN	81,047	5.9	70,842	10,205	14.4
SUBTOTAL	91,557	6.7	77,976	13,581	17.4
TOTAL CAPITAL	91,557	6.7	77,976	13,581	17.4
TOTAL LIABILITIES & CAPITAL	1,365,031	100.0	1,266,952	98,079	7.7
TOTAL TRUST ASSETS	25,180,611		19,703,709	5,476,902	27.8
NUMBER OF TRUST ACCOUNTS (ACTUAL)	*746,156		700,133	46,023	(36.3)
* % Change greater than 1000%					

FIRST TRUST CORPORATION
DENVER, COLORADO

001

OFFICERS

KENNETH R. JENSEN, CHAIRMAN OF THE BOARD; GORDON G. ROCKAFELLOW, PRESIDENT/COO;
JACQUELINE K. FREUDENSTEIN, SR. VICE PRESIDENT-HUMAN RESOURCES AND OPERATIONS;
DANIEL R. BARTLETT, SR. VICE PRESIDENT-FINANCE, TREASURER, CORPORATE SECRETARY;
MARY R. COSKEY, SR. VICE PRESIDENT-OPERATIONS; MARY L. MOHR, SR. VICE PRESIDENT

DIRECTORS

KENNETH R. JENSEN, JACQUELINE K. FREUDENSTEIN, MARY L. MOHR, GORDON ROCKAFELLOW,
DANIEL R. BARTLETT

December 31, 1993

000 Omitted

ASSETS

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS	11,224
2. SECURITIES	685,493
3. FEE RECEIVABLES (NET OF ALLOWANCE)	0
4. PREPAID EXPENSES	0
5. PREMISES AND FIXED ASSETS	3,432
6. OTHER ASSETS	13,991
7. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 6)	714,140

LIABILITIES

8. DEPOSITS	627,664
9. ACCOUNTS PAYABLE	0
10. ACCRUED EXPENSES	0
11. NOTES PAYABLE AND OTHER DEBT	0
12. CAPITAL LEASE OBLIGATIONS	0
13. OTHER LIABILITIES	43,564
14. TOTAL LIABILITIES (SUM OF ITEMS 8 THROUGH 13)	671,228

EQUITY CAPITAL

15. PERPETUAL PREFERRED STOCK	0
16. COMMON STOCK	202
17. SURPLUS	18,367
18. UNDIVIDED PROFITS AND CAPITAL RESERVES	24,343
19. TOTAL EQUITY CAPITAL (SUM OF ITEMS 15 THROUGH 18)	42,912
20. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 14 AND 19)	714,140

MISCELLANEOUS INFORMATION

21. TOTAL TRUST ASSETS	12,300,000
22. NUMBER OF TRUST ACCOUNTS (ACTUAL)	300,000

INVESTMENT TRUST COMPANY
DENVER, COLORADO

008

OFFICERS

W. PETERSON NELSON, CHAIRMAN OF THE BOARD; RAHE H. VON HOENE, PRESIDENT;
LINDA T. HEIFETS, VICE PRESIDENT/SECRETARY

DIRECTORS

W. PETERSON NELSON, RAHE H. VON HOENE, LINDA T. HEIFETS

December 31, 1993

000 Omitted

ASSETS

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS	371
2. SECURITIES	0
3. FEE RECEIVABLES (NET OF ALLOWANCE)	123
4. PREPAID EXPENSES	0
5. PREMISES AND FIXED ASSETS	4
6. OTHER ASSETS	0
7. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 6)	498

LIABILITIES

8. DEPOSITS	0
9. ACCOUNTS PAYABLE	0
10. ACCRUED EXPENSES	0
11. NOTES PAYABLE AND OTHER DEBT	0
12. CAPITAL LEASE OBLIGATIONS	0
13. OTHER LIABILITIES	0
14. TOTAL LIABILITIES (SUM OF ITEMS 8 THROUGH 13)	0

EQUITY CAPITAL

15. PERPETUAL PREFERRED STOCK	25
16. COMMON STOCK	225
17. SURPLUS	248
18. UNDIVIDED PROFITS AND CAPITAL RESERVES	0
19. TOTAL EQUITY CAPITAL (SUM OF ITEMS 15 THROUGH 18)	498
20. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 14 AND 19)	498

MISCELLANEOUS INFORMATION

21. TOTAL TRUST ASSETS	217,499
22. NUMBER OF TRUST ACCOUNTS (ACTUAL)	319

LINCOLN TRUST COMPANY
DENVER, COLORADO

002

OFFICERS

ROBERT H. BERIAULT, PRESIDENT/CEO; RUTH A. ROBERTS, EXECUTIVE VICE PRESIDENT;
VINCENT ROSALIA, SR. VICE PRESIDENT; JOHN H. ROATH, CHIEF FINANCIAL OFFICER

DIRECTORS

C. HENRY ROATH, CHARLES L. FERGUSON, JEFFREY W. ROSS, CHESTER N. WINTER

December 31, 1993

000 Omitted

ASSETS

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS	15
2. SECURITIES	204,283
3. FEE RECEIVABLES (NET OF ALLOWANCE)	0
4. PREPAID EXPENSES	0
5. PREMISES AND FIXED ASSETS	1,788
6. OTHER ASSETS	5,722
7. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 6)	211,808

LIABILITIES

8. DEPOSITS	197,224
9. ACCOUNTS PAYABLE	0
10. ACCRUED EXPENSES	0
11. NOTES PAYABLE AND OTHER DEBT	979
12. CAPITAL LEASE OBLIGATIONS	0
13. OTHER LIABILITIES	467
14. TOTAL LIABILITIES (SUM OF ITEMS 8 THROUGH 13)	198,670

EQUITY CAPITAL

15. PERPETUAL PREFERRED STOCK	8,050
16. COMMON STOCK	229
17. SURPLUS	0
18. UNDIVIDED PROFITS AND CAPITAL RESERVES	4,859
19. TOTAL EQUITY CAPITAL (SUM OF ITEMS 15 THROUGH 18)	13,138
20. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 14 AND 19)	211,808

MISCELLANEOUS INFORMATION

21. TOTAL TRUST ASSETS	2,824,217
22. NUMBER OF TRUST ACCOUNTS (ACTUAL)	33,385

HERITAGE TRUST COMPANY
GRAND JUNCTION, COLORADO

009

OFFICERS

LARRY HEISERMAN, PRESIDENT; DARREL MATTIVI, SR. VICE PRESIDENT

DIRECTORS

LARRY HEISERMAN, DARREL MATTIVI, TERRANCE FARINA, CHARLES SHEAR, WILLIAM PATTERSON,
LOUIS BUESCHER, GENO SACCOMANNO

December 31, 1993

000 Omitted

ASSETS

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS	77
2. SECURITIES	202
3. FEE RECEIVABLES (NET OF ALLOWANCE)	51
4. PREPAID EXPENSES	18
5. PREMISES AND FIXED ASSETS	67
6. OTHER ASSETS	28
7. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 6)	443

LIABILITIES

8. DEPOSITS	0
9. ACCOUNTS PAYABLE	6
10. ACCRUED EXPENSES	0
11. NOTES PAYABLE AND OTHER DEBT	50
12. CAPITAL LEASE OBLIGATIONS	0
13. OTHER LIABILITIES	6
14. TOTAL LIABILITIES (SUM OF ITEMS 8 THROUGH 13)	62

EQUITY CAPITAL

15. PERPETUAL PREFERRED STOCK	0
16. COMMON STOCK	4
17. SURPLUS	357
18. UNDIVIDED PROFITS AND CAPITAL RESERVES	20
19. TOTAL EQUITY CAPITAL (SUM OF ITEMS 15 THROUGH 18)	381
20. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 14 AND 19)	443

MISCELLANEOUS INFORMATION

21. TOTAL TRUST ASSETS	108,271
22. NUMBER OF TRUST ACCOUNTS (ACTUAL)	641

INVESCO TRUST COMPANY
DENVER, COLORADO

003

OFFICERS

R. DALTON SIM, PRESIDENT/CEO, JOHN J. KAWESKE, EXECUTIVE VICE PRESIDENT

DIRECTORS

R. DALTON SIM, DAN J. HESSER, FRANK M. BISHOP, SAMUEL T. DEKINDER

December 31, 1993

000 Omitted

ASSETS

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS	0
2. SECURITIES	6,228
3. FEE RECEIVABLES (NET OF ALLOWANCE)	377
4. PREPAID EXPENSES	17
5. PREMISES AND FIXED ASSETS	0
6. OTHER ASSETS	4,387
7. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 6)	11,009

LIABILITIES

8. DEPOSITS	0
9. ACCOUNTS PAYABLE	345
10. ACCRUED EXPENSES	0
11. NOTES PAYABLE AND OTHER DEBT	0
12. CAPITAL LEASE OBLIGATIONS	0
13. OTHER LIABILITIES	0
14. TOTAL LIABILITIES (SUM OF ITEMS 8 THROUGH 13)	345

EQUITY CAPITAL

15. PERPETUAL PREFERRED STOCK	0
16. COMMON STOCK	250
17. SURPLUS	372
18. UNDIVIDED PROFITS AND CAPITAL RESERVES	10,042
19. TOTAL EQUITY CAPITAL (SUM OF ITEMS 15 THROUGH 18)	10,664
20. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 14 AND 19)	11,009

MISCELLANEOUS INFORMATION

21. TOTAL TRUST ASSETS	3,451,074
22. NUMBER OF TRUST ACCOUNTS (ACTUAL)	250,227

SENTINEL TRUST COMPANY
DENVER, COLORADO

007

OFFICERS

JOHN H. STREICKER, PRESIDENT; DAVID WEINER, VICE PRESIDENT; MILLIE CASSIDY,
NICHOLAS VEERANO, III, VICE PRESIDENTS; MICHAEL J. KENNY, VICE PRESIDENT/SECRETARY;
ELIZABETH B. LONGO, TREASURER

DIRECTORS

JOHN H. STREICKER, MICHAEL J. KENNY, ELIZABETH B. LONGO

December 31, 1993

000 Omitted

ASSETS

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS	270
2. SECURITIES	1,295
3. FEE RECEIVABLES (NET OF ALLOWANCE)	170
4. PREPAID EXPENSES	19
5. PREMISES AND FIXED ASSETS	0
6. OTHER ASSETS	16
7. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 6)	1,770

LIABILITIES

8. DEPOSITS	0
9. ACCOUNTS PAYABLE	18
10. ACCRUED EXPENSES	0
11. NOTES PAYABLE AND OTHER DEBT	0
12. CAPITAL LEASE OBLIGATIONS	0
13. OTHER LIABILITIES	0
14. TOTAL LIABILITIES (SUM OF ITEMS 8 THROUGH 13)	18

EQUITY CAPITAL

15. PERPETUAL PREFERRED STOCK	0
16. COMMON STOCK	275
17. SURPLUS	0
18. UNDIVIDED PROFITS AND CAPITAL RESERVES	1,477
19. TOTAL EQUITY CAPITAL (SUM OF ITEMS 15 THROUGH 18)	1,752
20. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 14 AND 19)	1,770

MISCELLANEOUS INFORMATION

21. TOTAL TRUST ASSETS	216,748
22. NUMBER OF TRUST ACCOUNTS (ACTUAL)	14

SUMMIT TRUST SERVICES, INC.
GREENWOOD VILLAGE, COLORADO

011

OFFICERS

KENNETH LYON, PRESIDENT; VALERIE JENSEN, SECRETARY; JUDITH HANSON, ASSISTANT TRUST OFFICER

DIRECTORS

KENNETH LYON, JUDITH HANSON, VALERIE JENSEN, ROBERT LINDLEY

December 31, 1993

000 Omitted

ASSETS

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS	91
2. SECURITIES	208
3. FEE RECEIVABLES (NET OF ALLOWANCE)	2
4. PREPAID EXPENSES	11
5. PREMISES AND FIXED ASSETS	41
6. OTHER ASSETS	21
7. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 6)	374

LIABILITIES

8. DEPOSITS	0
9. ACCOUNTS PAYABLE	14
10. ACCRUED EXPENSES	0
11. NOTES PAYABLE AND OTHER DEBT	65
12. CAPITAL LEASE OBLIGATIONS	32
13. OTHER LIABILITIES	0
14. TOTAL LIABILITIES (SUM OF ITEMS 8 THROUGH 13)	111

EQUITY CAPITAL

15. PERPETUAL PREFERRED STOCK	0
16. COMMON STOCK	250
17. SURPLUS	104
18. UNDIVIDED PROFITS AND CAPITAL RESERVES	(91)
19. TOTAL EQUITY CAPITAL (SUM OF ITEMS 15 THROUGH 18)	263
20. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 14 AND 19)	374

MISCELLANEOUS INFORMATION

21. TOTAL TRUST ASSETS	47,818
22. NUMBER OF TRUST ACCOUNTS (ACTUAL)	7,620

GEMISYS TRUST COMPANY
LAKEWOOD, COLORADO

010

OFFICERS

STEPHEN A. FINN, CEO; DARRALL E. ROBBINS, PRESIDENT; ROBERT E. DEDECKER, SR. VICE PRESIDENT;
THOMAS J. FINN, SECRETARY; DOUGLAS D. THAXTON, TREASURER

DIRECTORS

STEPHEN A. FINN, DARRALL E. ROBBINS, ROBERT E. DEDECKER, THOMAS J. FINN, DOUGLAS D. THAXTON

December 31, 1993

000 Omitted

ASSETS

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS	179
2. SECURITIES	200
3. FEE RECEIVABLES (NET OF ALLOWANCE)	35
4. PREPAID EXPENSES	14
5. PREMISES AND FIXED ASSETS	201
6. OTHER ASSETS	46
7. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 6)	675

LIABILITIES

8. DEPOSITS	0
9. ACCOUNTS PAYABLE	26
10. ACCRUED EXPENSES	0
11. NOTES PAYABLE AND OTHER DEBT	0
12. CAPITAL LEASE OBLIGATIONS	0
13. OTHER LIABILITIES	9
14. TOTAL LIABILITIES (SUM OF ITEMS 8 THROUGH 13)	35

EQUITY CAPITAL

15. PERPETUAL PREFERRED STOCK	0
16. COMMON STOCK	250
17. SURPLUS	210
18. UNDIVIDED PROFITS AND CAPITAL RESERVES	180
19. TOTAL EQUITY CAPITAL (SUM OF ITEMS 15 THROUGH 18)	640
20. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 14 AND 19)	675

MISCELLANEOUS INFORMATION

21. TOTAL TRUST ASSETS	61,488
22. NUMBER OF TRUST ACCOUNTS (ACTUAL)	6,137

RESOURCES TRUST COMPANY
ENGLEWOOD, COLORADO

006

OFFICERS

MATTHEW E. AUTTERSON, PRESIDENT; THOMAS J. BROOK, SR. VICE PRESIDENT-FINANCE;
PAMELA KING, SR. VICE PRESIDENT-OPERATIONS/SYSTEMS; CHRIS E. PETERSON, SR. VICE PRESIDENT-
MARKETING; LYN H. SHAW, SR. VICE PRESIDENT-QUALIFIED PLANS

DIRECTORS

MATTHEW E. AUTTERSON, PETER A. HARBECK, PETER MCMILLAN, BURTON A. SMEAD, JR., JAY S.
WINTROB

December 31, 1993

000 Omitted

ASSETS

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS	1,140
2. SECURITIES	411,463
3. FEE RECEIVABLES (NET OF ALLOWANCE)	0
4. PREPAID EXPENSES	0
5. PREMISES AND FIXED ASSETS	817
6. OTHER ASSETS	10,028
7. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 6)	423,448

LIABILITIES

8. DEPOSITS	382,315
9. ACCOUNTS PAYABLE	0
10. ACCRUED EXPENSES	0
11. NOTES PAYABLE AND OTHER DEBT	13,383
12. CAPITAL LEASE OBLIGATIONS	0
13. OTHER LIABILITIES	6,831
14. TOTAL LIABILITIES (SUM OF ITEMS 8 THROUGH 13)	402,529

EQUITY CAPITAL

15. PERPETUAL PREFERRED STOCK	0
16. COMMON STOCK	700
17. SURPLUS	8,501
18. UNDIVIDED PROFITS AND CAPITAL RESERVES	11,718
19. TOTAL EQUITY CAPITAL (SUM OF ITEMS 15 THROUGH 18)	20,919
20. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 14 AND 19)	423,448

MISCELLANEOUS INFORMATION

21. TOTAL TRUST ASSETS	5,678,559
22. NUMBER OF TRUST ACCOUNTS (ACTUAL)	143,765

TRUST COMPANY OF AMERICA
BOULDER, COLORADO

005

OFFICERS

MONTE T. HOUSE, PRESIDENT; ROBERT R. WOODWORTH, VICE PRESIDENT; CRAIG S. SWENSON,
FERN Y. BACH, C. WILLOUGHBY HUME, VICE PRESIDENTS

DIRECTORS

MONTE T. HOUSE, ROBERT R. WOODWORTH, CRAIG S. SWENSON

December 31, 1993

000 Omitted

ASSETS

1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS	177
2. SECURITIES	251
3. FEE RECEIVABLES (NET OF ALLOWANCE)	244
4. PREPAID EXPENSES	0
5. PREMISES AND FIXED ASSETS	182
6. OTHER ASSETS	12
7. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 6)	866

LIABILITIES

8. DEPOSITS	0
9. ACCOUNTS PAYABLE	103
10. ACCRUED EXPENSES	0
11. NOTES PAYABLE AND OTHER DEBT	0
12. CAPITAL LEASE OBLIGATIONS	175
13. OTHER LIABILITIES	198
14. TOTAL LIABILITIES (SUM OF ITEMS 8 THROUGH 13)	476

EQUITY CAPITAL

15. PERPETUAL PREFERRED STOCK	0
16. COMMON STOCK	50
17. SURPLUS	325
18. UNDIVIDED PROFITS AND CAPITAL RESERVES	15
19. TOTAL EQUITY CAPITAL (SUM OF ITEMS 15 THROUGH 18)	390
20. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 14 AND 19)	866

MISCELLANEOUS INFORMATION

21. TOTAL TRUST ASSETS	274,937
22. NUMBER OF TRUST ACCOUNTS (ACTUAL)	4,048

RULES OF THE COLORADO STATE BANKING BOARD
PERTAINING TO THE PUBLIC DEPOSIT PROTECTION ACT
(Promulgated, Repealed or Amended During the Period
January 1, 1993 through December 31, 1993)

AMENDED RULES

- PDP-3 List of approved eligible collateral instruments and obligations
11-10.5-107(1) For purposes of the Public Deposit Protection Act and these rules, the following are approved as eligible collateral:
- A. 1. U.S. Treasury Bills, Treasury Notes, and Treasury Bonds.
2. Farm Credit Systemwide Debentures, Medium-Term Notes, and Discount Notes (FCSB).
3. Federal Home Loan Bank Debentures (FHLB) and Discount Notes (FHDN).
4. Federal National Mortgage Association Debentures (FNSM), Discount Notes (FNDN), and Mortgage-Backed Pass-Through Certificates.
5. Federal Home Loan Mortgage Corporation Discount Notes (FMDN) and Mortgage-Backed participation Certificates (FMPC).
6. Government National Mortgage Association Pass-Through Securities (GNMA).
7. Student Loan Marketing Association Bonds (SLBD) and Discount Notes (SLDN).
8. African Development Bank (AFDB) Bonds and Discount Notes, U.S. Dollar Denominated.
9. International Bank For Reconstruction and Development (WBBD) Bonds and Discount Notes, U.S. Dollar Denominated.
10. Inter-American Development Bank (IADB) Bonds and Discount Notes, U.S. Dollar Denominated.
11. Certificates for sale in the secondary market which represent undivided interests in pools composed of Farmers Home Administration and Small Business Administration loans, if either the Farmers Home Administration or Small Business Administration have unconditionally guaranteed payment of all amounts due to be paid to the owner of the certificate, and additionally, portions of loans guaranteed by either the Farmers Home Administration or Small Business Administration, provided that one of those agencies has unconditionally guaranteed payment of all amounts due under the guaranteed portion of the loan, and the loan portions are certified for sale in the secondary market.
12. Irrevocable and unconditional standby letters of credit issued by the Federal Home Loan Bank of Topeka, provided that: (1) The Letter of Credit is in the standard format approved by the Division of Banking, (2) The Colorado Division of Banking is designated as the beneficiary of the Letter of Credit, (3) securities issued by the Federal Home Loan Bank of Topeka remain Triple A rated by either Moody's or Standard & Poor's, and (4) no more than 50% of an eligible public depository's pledged collateral portfolio consists of Letters of Credit.
- B. For purposes of this Section B, 'public unit' shall have the same meaning as the term is defined in Section 11-10.5-103(13), C.R.S. (1992), and 'political subdivision' shall have the same meaning as that term is defined in Section 11-10.5-103(10), C.R.S. (1992):
1. Obligations of any public unit or any political subdivision in Colorado, including anticipation warrants, general obligations, and obligations the interest and principal of which are secured by deposit in escrow of an amount of obligations of the United States or any agency thereof sufficient to secure payment.
2. Revenue bonds, except industrial development revenue bonds, issued by any public unit or any political subdivision in Colorado, as well as special improvement district bonds issued by any Colorado political subdivision.

3. Obligations of any public unit or political subdivision of another state including anticipation warrants, general obligations, and obligations the interest and principal of which are secured by deposit in escrow of an amount of obligations of the United States or any agency thereof sufficient to secure payment, which obligations shall be readily convertible into cash, and which obligations are rated at least "A" quality by one or more nationally-recognized organizations that regularly rate such obligations.
 4. Revenue bonds of any public unit or political subdivision of another state, except private activity bonds or industrial development revenue bonds, which obligations shall be readily convertible into cash and which obligations are rated at least "AA" quality by one or more nationally-recognized organizations which regularly rate such obligations.
- C. Promissory notes secured by first lien mortgages or deeds of trust on 1-4 family residential real property (defined in Report of Condition instructions) situated in this state, if such notes are not in default in any respect and are wholly-owned by the eligible public depository. In no event shall any eligible public depository's pledged collateral portfolio consist of more than 50% of the above-described promissory notes.
 - D. Commercial paper issued by domestic corporations rated at least "A1" and "P1" in quality at the time of pledging by Moody's and Standard & Poor's.
 - E. Acceptances of banks and negotiable certificates of deposit of banks chartered in the United States if, at the time the security is purchased, the issuing bank or its parent holding company has obtained a long-term deposit or debt rating of at least "A" in quality by one or more nationally-recognized organizations which regularly rate such obligations, but any investment in acceptances of banks or negotiable certificates of deposit shall be limited to that issued by financial institutions organized and operating within the United States, and having a net worth in excess of two hundred fifty million dollars at the time the security is purchased. The above-described bank acceptances and certificates of deposit may remain pledged as eligible collateral if pledged prior to January 31, 1994. No bank acceptances or certificates of deposit may be pledged as eligible collateral after January 31, 1994.
 - F. Money market funds, the portfolios of which consist entirely of United States Government-issued or United States Government Agency-or Instrumentality-issued short-term securities with maximum maturities of thirteen months and a dollar-weighted average maturity of not more than ninety days, and which funds will agree to provide negotiable certificates of share ownership, or other documentation required by the Colorado Division of Banking to evidence the Division's security interest in the pledged money market fund shares.
 - G. Government National Mortgage Association, Federal National Mortgage Association and Federal Home Loan Mortgage Corporation conduit collateralized mortgage obligations which are considered non-high risk securities as defined in the Federal Financial Institutions Examination Council's (FFIEC) revised supervisory policy statement on securities activities. Interest only and principal only collateralized mortgage obligations shall not be pledged. In no event shall an eligible public depository's pledged collateral portfolio consist of more than 50% of the above-described obligations.
 - H. Surety bonds, provided that:
 1. The surety bonds are in the standard format approved the Colorado Division of Banking;
 2. The Colorado Division of Banking is designated as the beneficiary of the surety bond;
 3. The claims-paying ability of the issuer of the surety bond is rated, and remains rated Triple A by Moody's or Standard & Poor's or the highest rating category of another nationally-recognized rating agency acceptable to the Colorado Division of Banking;

4. The issuer of the surety bond is licensed or qualified to do business in Colorado.
 5. No issuer of the surety bonds may provide surety bonds for any one bank in an amount which exceeds ten percent of the surety bond issuer's policyholders' surplus and contingency reserve, net of reinsurance, as reported to the Colorado Department of Insurance.
 6. The issuer and the eligible public depository are required to notify the Colorado Division of Banking in writing 30 days prior to a bond's cancellation; and
 7. The issuer is required to send quarterly reports to the Colorado Division of Banking listing those Colorado eligible public depositories which have purchased a surety bond, as well as the insured dollar amounts in effect.
- I. Eligible collateral obligations or instruments shall not be in default in any respect.
- J. If, in the Colorado Division of Banking's opinion, a previously-pledged instrument is not safe and sound, the instrument shall no longer be deemed eligible collateral.

Incorporation by reference: The FFIEC's Revised Supervisory Policy Statement on securities activities was issued by the FFIEC on December 3, 1991, and was published in the FEDERAL REGISTER on February 3, 1992, at 57 F.R. 4028. This rule does not include amendments to or editions of the referenced material later than January 31, 1994. For more detailed information pertaining to these provisions, please contact the secretary for the Colorado State Banking Board at 1560 Broadway, Suite 1175, Denver, Colorado 80202, (303) 894-7575.

PDP-4 Standards for establishing current market value of eligible collateral.
11-10.5-107(1)(c)

- A. Market value of the obligations and instruments approved as eligible collateral under PDP-3(A), item 1, 2, 3, 4, 6, 8 and 10, (except medium term and discount notes) PDP-3(F); and all items under PDP-3(B), shall be the last reported bid or transaction price or, for an inactively traded security, evaluators or other analysts acceptable to the Division of Banking may determine the market value.
- B. Market value of the obligations approved as eligible collateral under PDP-3(G) shall be 75% of the market value determined by evaluators or other analysts acceptable to the Division of Banking.
- C. Market value of the obligations approved as eligible collateral under PDP-3(C) shall be 50% of the current principal balance of the note.
- D. Market value of the obligations approved as eligible collateral under PDP-3(D) and PDP(A) (11) shall be 85% of the par value of the obligation.
- E. Market value of the obligations approved as eligible collateral under PDP-3(E) shall be 95% of the par value of the obligation.
- F. Market value of the medium-term and discount notes approved as eligible collateral under PDP-3(A), items 2, 3, 4, 5, 7, 8, 9 and 10 shall be 90% of the par value of the obligation.
- G. Market value of the letters of credit approved as eligible collateral under PDP-3(A), item 12, and the surety bonds approved under PDP-3(H) shall be 100% of the face value of the letter of credit or surety bond.

MONEY ORDER LICENSING

<u>Bank Name/Location</u>	<u>Date Approved</u>
Mid-America Money Order Company Louisville, KY	01-04-93
Integrated Payment Services, Inc. Englewood, CO	11-17-93

RULES OF THE COLORADO STATE BANKING BOARD
PERTAINING TO MONEY ORDER COMPANIES
(Promulgated, Repealed or Amended during the Period
January 1, 1993 through December 31, 1993)

AMENDED RULES

MO-2 Permissible Investments

A. Definitions

1. "Financial institution" is defined as any bank, industrial bank, or savings and loan institution which is federally insured.
2. "Insolvent" when used with respect to any person, is defined as a person who has ceased to pay his debts in the ordinary course of business, who cannot pay his debts as they become due, or whose liabilities exceed his assets.
3. "Parent," when used with respect to a specified person (other than a natural person), is defined as any person (other than a natural person) which controls such specified person, directly or indirectly, through one or more intermediaries.
5. "Person" is defined as any natural person, firm, association, partnership, syndicate, joint stock company, unincorporated company or association, common law trust, or any corporation organized under the laws of the United States or of any state or territory of the United States or of any foreign country.

B. Permissible Investments and Outstanding Payment Instruments

A licensee which is approved by the Banking Board to cover outstanding payment instruments with a combination of surety bond and permissible investments must, at all times, maintain permissible investments having a market value at least equal to the amount of outstanding payment instruments in Colorado not covered by the surety bond, in accordance with this rule. Permissible investments may be owned by the licensee or licensee's parent. Such investments, even if commingled with other assets of the licensee, shall be deemed by operation of law to be held in trust for the benefit of the purchasers and holders of the licensee's outstanding payment instruments in Colorado in the event of the bankruptcy of the licensee.

C. Ownership of Permissible Investments

1. A licensee shall be deemed to own a permissible investment only if:
 - a. The licensee or the licensee's parent owns the permissible investment solely and exclusively in its own right, both of record and beneficially,
 - b. The permissible investment is not subject to any pledge, lien, or security interest, and
 - c. The licensee can freely negotiate, assign, or otherwise transfer the permissible investment.
2. A licensee shall not be deemed to be able freely to transfer a permissible investment which consists of a deposit in a financial institution unless such licensee is able freely to withdrawal such deposit. However, if the deposit is a savings or time deposit, as the case may be, the licensee shall not, on account of such restrictions, be deemed unable freely to withdraw the deposit.
3. A licensee shall not be deemed to be able freely to negotiate, assign, or otherwise transfer a permissible investment if any other transfer of such permissible

investment would constitute a breach or event of default by such licensee or by any affiliate of the licensee under a contract, obligation, note, or other security issued by the licensee or by any affiliate of the licensee. For example, a licensee shall not be deemed to be able freely to negotiate, assign, or otherwise transfer a permissible investment which consists of a deposit in a bank if such licensee's failure to maintain such deposit would constitute a breach of any provision for compensating balances set forth in a loan contract between such bank and the licensee or a parent of the licensee.

D. Liquidity and Quality of Permissible Investments

If the Banking Board finds that any permissible investment or class of permissible investment is no longer of sufficient liquidity or quality to be permissible investments, the Banking Board may by regulation or order declare such investment or class of investments to be ineligible.

E. Quarterly Reports

The following information regarding permissible investments must be reported in writing by each licensee as of March 31, June 30, September 30, and December 31. The written report shall be submitted to the commissioner within 60 days of the end of each quarter.

1. State whether or not the licensee complied with the provisions of the Colorado Money Order Act and rules at all times during the quarter, and, if not, describe the circumstances.
2. Provide a statement of the permissible investments owned by the licensee as of the end of the quarter, showing the total market value of such permissible investments and containing the following information with respect to each permissible investment:
 - a. Identify the security, including the name of the issuer, the type of the security, CUSIP number, and such other information as may be necessary to distinguish the security from other permissible investments issued by the same issuer.
 - b. State the market value of the security as of the end of the quarter.
 - c. If the qualification of the security as a permissible investment depends upon the assignment of an eligible rating, state the rating assigned to the security and identify the rating service.
3. The report required to be filed shall be submitted in connection with, and not in addition to, the report required by C.R.S.12-52-110 (2) (b) .

LICENSED MONEY ORDER COMPANIES

Integrated Payment Services, Inc.
6200 South Quebec
Englewood, CO 80111

Travelers Express Company, Inc.
1550 Utica Avenue South
Minneapolis, MN 55416

Citicorp Services, Inc.
8430 West Bryn Mawr Avenue
11th Floor, Legal Department
Chicago, IL 60631

Citicorp
399 Park Avenue
New York, NY 10043

Western Union Financial Services, Inc.
One Mack Centre Drive
Paramus, NJ 07652

Thomas Cook Currency Services, Inc.
One Penn Plaza, Suite 1714
New York, NY 10019

American Express Travel Related Services Company, Inc.
American Express Tower/W.F.C.
200 Vesey Street
New York, NY 10285

Interpayment Services Ltd.
75 Wall Street -- 10th Floor
New York, NY 10005

Barclays Bank PLC
75 Wall Street -- 10th Floor
New York, NY 10005

Travellers Cheque Associates, Ltd.
c/o American Express
American Express Tower/W.F.C.
200 Vesey Street
New York, NY 10285

Societe Francaise du Cheque de Voyage
American Express Tower/W.F.C.
200 Vesey Street
New York, NY 10285

Thomas Cook, Inc.
Travel Money Services
3 Independence Way
Princeton, NJ 08540

Thomas Cook Travellers Cheques, Ltd.
P.O. Box 36
Thorpe Wood, Peterborough
ENGLAND PE3 6SSB

Thomas Cook Australia PTY Ltd.
28 Albert Road, Third Floor
South Melbourne, Victoria
AUSTRALIA 3205

Thomas Cook Travel Services, Inc.
Franchise, S.A.
c/o Thomas Cook Inc.
3 Independence Way
Princeton, NJ 08540

Circle K Money Orders Corporation
4500 South 40th Street
P.O. Box 52083
Phoenix, AZ 85072-2083

Comdata Network, Inc.
5301 Maryland Way
Brentwood, TN 37027

Mid-America Money Order Company
c/o Bank of Louisville
500 West Broadway
Louisville, KY 40202

LICENSED DEBT ADJUSTERS

Credit Counselors
1645 Court Place
Denver, CO 80202

Consumer Credit Counseling Service
of Greater Denver
5250 Leetsdale Drive #205
Denver, CO 80222

Consumer Credit Counseling Services
of Southern Colorado, Inc.
1233 Lake Plaza Drive
Colorado Springs, CO 80906

Consumer Credit Counseling
of Northern Colorado & Southeast Wyoming
1136 E. Stuart Street, Suite 4201
Fort Collins, CO 80521

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